

EXHIBIT “C”

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
 200 SOUTH BISCAYNE BOULEVARD, SUITE 2500 • MIAMI, FLORIDA 33131-5340
 TELEPHONE: (305) 374-7580 • FAX: (305) 374-7583
 E-MAIL: INFO@BILZIN.COM • WWW.BILZIN.COM

December 16, 2004

WR Grace-The Official Committee of Property Damage Claimants

Invoice # 87002

FOR PROFESSIONAL SERVICES RENDERED
 THROUGH October 31, 2004

RE: 01- Case Administration

Atty - SLB
 Client No. 74817/15537

10/01/04	ASD	0.20	58.00	Review motion for order extending time to assume lease (.2).
10/01/04	ASD	0.70	203.00	Review Motion for Settlement Agreement with Honeywell (.7).
10/01/04	ASD	0.60	174.00	Review six orders from Court (.6).
10/01/04	JMS	1.10	319.00	Telephone conference with J. Baer regarding 2019 issues (.2); telephone conference with R. Wyron regarding KWELMBS issue (.3); review U.S. trustee response to 2019 issues (.3); email to committee thereon (.3)
10/01/04	AJ	0.20	22.00	Printout of docket for A. Danzeisen & J. Sakalo
10/02/04	JMS	0.50	145.00	Emails regarding 2019 issues
10/04/04	JMS	1.80	522.00	Review 2019 responses in all cases (1/2 time with USQ) (1.2); emails from and to E. Westbrook regarding Grace property damage claims and research thereon (.6)
10/04/04	AJ	0.30	33.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.1)
10/05/04	ASD	0.40	116.00	Review statement from U.S. Trustee on Baron and Budd 2019 motion (.2); review joinder of Baron motion from Bray for Prince Parcel (.1); review joinder of Campbell Cherry, et al. to Baron Motion (.1).
10/05/04	ASD	0.40	116.00	Review 7 Court Orders (.4).
10/05/04	ASD	0.10	29.00	Review email regarding October 6th hearing (.1).
10/05/04	ASD	0.50	145.00	Review proposed estimation document (.5).
10/05/04	JMS	1.30	377.00	Email to Committee regarding 2019 hearing (.2); multiple emails with E. Westbrook and responses thereto (.8); telephone conference with M. Hurford regarding KWELMBS issue (.3)
10/05/04	AJ	1.30	143.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.2) Prepare and index X-Ray Motion Exhibits per request of J. Sakalo (.9)
10/06/04	ASD	0.50	145.00	Review order on substantive consolidation (.2); forward to Committee members (.1); review email responses regarding same (.2).
10/06/04	ASD	0.60	174.00	Pull 2001 and order in Congoleum case (.2); email Committee co-chair (.1); pull previous 2019 orders and review same (.3).
10/06/04	AJ	0.20	22.00	Printout of docket for A. Danzeisen & J. Sakalo
10/07/04	ASD	0.30	87.00	Review email regarding 2019 issues and requirements (.3).
10/07/04	ASD	0.30	87.00	Telephone conference with Ted Tacconelli regarding Scotts hearing and prepare for same (.3).
10/07/04	JMS	1.40	406.00	Review motion to approve COLI settlement agreement and related issues
10/07/04	AJ	0.20	22.00	Printout of docket for A. Danzeisen & J. Sakalo
10/08/04	ASD	0.10	29.00	Review notice of cancellation of hearing (.1).
10/08/04	JMS	1.70	493.00	Two emails to D. Scott regarding committee minutes (.4); research dates of appointment at request of co-chair (.6); email to co-chair thereon (.3); emails with M. Hurford and R. Wyron regarding KWELMBS settlement money (.4)
10/08/04	WV	0.20	22.00	Pull docket, research case information re: retention dates.
10/08/04	AJ	0.20	22.00	Printout of docket for A. Danzeisen & J. Sakalo

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Date	Initials	Hours	Amount	Description
10/11/04	JMS	1.70	493.00	Review hearing agenda for ZAI Science trial (.3); email to S. Baena thereon (.2); conference with S. Baena thereon (.3); telephone conference with R. Wyron, M. Hurford, P. Lockwood regarding KWELMBS (.5); review open issues thereon (.4)
10/11/04	AJ	0.40	44.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.2)
10/12/04	ASD	0.40	116.00	Review email regarding negotiations (.2); review summary of meeting of debtors (.2).
10/12/04	SLB	1.00	550.00	Review motion to approve COLI settlement (.9); review insurer's motion to strike ACC brief (.1).
10/12/04	AJ	0.30	33.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.1)
10/13/04	JMS	0.80	232.00	Telephone conference with D. Speights, M. Dies, S. Baena regarding pending issues, plan (.3); email from and to D. Speights regarding ZAI Science trial (.2); review email from D. Ziegler regarding 2019 order (.3)
10/13/04	AJ	0.50	55.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.3)
10/14/04	ASD	0.30	87.00	Review second amended complaint filed by Pope plaintiff (.3).
10/14/04	AJ	0.20	22.00	Printout of docket for A. Danzeisen & J. Sakalo (.2)
10/15/04	WV	1.50	165.00	Prepare hearing binder.
10/15/04	AJ	0.90	99.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.7)
10/18/04	ASD	1.10	319.00	Review of dockets in asbestos cases (.3); review various pleadings filed on 2019 issues and appeal (.7); email Jay Sakalo regarding 2019 appeal by Baron and Budd (.1).
10/18/04	ASD	3.60	1,044.00	Review pleadings and expert reports filed in OC regarding estimation (3.6) [split with USG].
10/18/04	AJ	2.90	319.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.4) Creation of Asbestos Estimation Expert Report Binder per request of A. Danzeisen (2.3)
10/19/04	ASD	1.00	290.00	Review of article on plural registry (.2); research regarding status of asbestos legislation (.8).
10/19/04	ASD	0.40	116.00	Review motion of Scott Company for Stay (.4).
10/19/04	JMS	0.30	87.00	Emails with J. Baer, P. Lockwood regarding status of KWELMBS issues
10/19/04	AJ	0.40	44.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.2)
10/20/04	ASD	0.20	58.00	Review Order expanding stay to Montana Vermiculite Company.
10/20/04	AJ	0.70	77.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.5)
10/21/04	ASD	0.30	87.00	Review recent article unrelated to jurisdiction.
10/21/04	ASD	0.70	203.00	Prepare supplemental affidavit for Scott Baena.
10/21/04	SLB	0.40	220.00	Review report on ZAI science hearing and email to J. Sakalo regarding same (.4).
10/21/04	JMS	1.10	319.00	Review Elliot objection and equity securities motion
10/21/04	AJ	1.50	165.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.2) Prepare hearing notebook per request of J. Sakalo (1.1)
10/22/04	ASD	0.30	87.00	Review dockets in asbestos bankruptcies (.3).
10/22/04	ASD	0.60	174.00	Review motion and exhibits by Libby Claimants for reconsideration of order on Montana Vermiculite Company (.6).
10/22/04	ASD	0.40	116.00	Review motion for interim order limiting certain transfers (.4).
10/22/04	JMS	1.40	406.00	Review email traffic regarding developments in other bankruptcies (.7); emails regarding 2019 order (.7).
10/22/04	AJ	1.10	121.00	Printout of docket for A. Danzeisen & J. Sakalo (.2) Printout of requested pleadings (.4) Prepare hearing notebook per request of J. Sakalo (.5)
10/23/04	JMS	1.40	406.00	Research regarding TDPs and email to J. Hass and S. Baena thereon
10/25/04	ASD	0.50	145.00	Review motion for leave (.2); review motion to employ Deloitte Tax LLP (.3).

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10/26/04	ASD	0.50	145.00	Review asbestos dockets (.3); review 2019 Orders (.2).
10/26/04	ASD	0.30	87.00	Review three Orders entered by Court (.3).
10/26/04	JMS	1.30	377.00	Review 2019 order (.3); telephone conference to J. Schwartz thereon (.2); review stock issues (.8)
10/27/04	ASD	0.30	87.00	Check dockets and review pleadings (.3).
10/27/04	WV	0.30	33.00	Pull docket and retrieve documents.
10/29/04	ASD	0.10	29.00	Review Omnibus dates.
10/29/04	ASD	0.20	58.00	Review email regarding ZAI issues.
10/29/04	JMS	0.60	174.00	Email to Committee regarding omnibus hearings (.2); email from S. Baena regarding company information (.2); email regarding grand jury subpoena (.2)
10/29/04	WV	1.80	198.00	Review Transcript of hearing on Pittsburgh Corning, pull motions and briefs from docket.

PROFESSIONAL SERVICES

\$11,798.00

COSTS ADVANCED

08/23/04	Fares, Mileage, ParkingVENDOR: KING LIMOUSINE AND TRANSPORTATION SERVIC; INVOICE#: 60531; DATE: 11/4/2004 - Limousine service	44.90
09/01/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807452354; DATE: 9/30/2004 - Westlaw Charges	32.35
09/16/04	Long Distance Telephone-Outside ServicesVENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4091966250; DATE: 9/19/2004 - Acct.#BILZIN01	101.01
09/17/04	Long Distance Telephone-Outside ServicesVENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4091966250; DATE: 9/19/2004 - Acct.#BILZIN01	24.81
09/17/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807452354; DATE: 9/30/2004 - Westlaw Charges	34.96
09/27/04	AirfareTravel Agent fee - New York -VENDOR: SCOTT L. BAENA; INVOICE#: SLB-09/21/04; DATE: 9/21/2004 - Client	17.50
09/27/04	AirfareAgency fee - cancelled airfare to Philadelphia - VENDOR: Continental Travel; INVOICE#: 320694; DATE: 9/24/2004 - Clients	17.50
09/30/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 765702986; DATE: 10/4/2004	8.68
09/30/04	Long Distance Telephone-Outside ServicesVENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4100368595; DATE: 10/3/2004 - Acct.#BILZIN01	32.80
09/30/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 07/01/04-09/30/04; DATE: 9/30/2004 - Pacer Charges	333.27
09/30/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 07/01/04-09/30/04; DATE: 9/30/2004 - Pacer Charges	4.06
09/30/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 07/01/04-09/30/04; DATE: 9/30/2004 - Pacer Charges	85.19
09/30/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 07/01/04-09/30/04; DATE: 9/30/2004 - Pacer Charges	6.16

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09/30/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807452354; DATE: 9/30/2004 - Westlaw Charges	103.82
10/01/04	Photocopies 25.0000pgs @ 0.15/pg	3.75
10/01/04	Long Distance Telephone(312) 861-2000	6.93
10/01/04	Long Distance Telephone(312) 861-2162	6.93
10/01/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 765724707; DATE: 10/6/2004	8.96
10/04/04	Photocopies 27.0000pgs @ 0.15/pg	4.05
10/04/04	Long Distance Telephone(409) 883-4394	19.80
10/04/04	Long Distance Telephone(843) 524-5708	19.80
10/04/04	Long Distance Telephone(312) 927-6420	1.98
10/05/04	Photocopies 545.0000pgs @ 0.15/pg	81.75
10/05/04	Long Distance Telephone(415) 956-1000	1.98
10/05/04	Long Distance Telephone(302) 426-9910	11.88
10/05/04	Long Distance Telephone(843) 524-5708	7.92
10/05/04	AirfareTravel to Pittsburgh/Chicago - VENDOR: Continental Travel; INVOICE#: 321305; DATE: 10/1/2004 - Client	730.65
10/06/04	Photocopies 25.0000pgs @ 0.15/pg	3.75
10/06/04	Photocopies 895.0000pgs @ 0.15/pg	134.25
10/06/04	Long Distance Telephone(803) 943-6047	3.96
10/06/04	AirfareTravel to NC - VENDOR: Continental Travel; INVOICE#: 321480; DATE: 10/6/2004 - Client	367.60
10/06/04	Fares, Mileage, ParkingVENDOR: JAY M. SAKALO; INVOICE#: JMS-10/06/04; DATE: 10/6/2004 - Client	19.50
10/06/04	MealsVENDOR: JAY M. SAKALO; INVOICE#: JMS-10/06/04; DATE: 10/6/2004 - Client	8.99
10/06/04	LodgingTravel to Pittsburgh - VENDOR: JAY M. SAKALO; INVOICE#: JMS-10/06/04; DATE: 10/6/2004 - Client	169.52
10/06/04	Fares, Mileage, ParkingVENDOR: JAY M. SAKALO; INVOICE#: JMS-10/06/04; DATE: 10/6/2004 - Client	21.63
10/06/04	Long Distance Telephone-Outside ServicesVENDOR: CONNECT- US COMMUNICATIONS LLC; INVOICE#: 4101068822; DATE: 10/10/2004 - Acct.#BILZIN01	14.69
10/07/04	Photocopies 246.0000pgs @ 0.15/pg	36.90
10/07/04	Photocopies 1.0000pgs @ 0.15/pg	0.15
10/07/04	Telecopies 2.0000pgs @ 1.00/pg	2.00
10/07/04	Long Distance Telephone(202) 841-8555	3.96
10/07/04	Long Distance Telephone(803) 943-4444	2.97
10/07/04	Long Distance Telephone(302) 575-1555	28.71
10/07/04	AirfareTravel to Washington, DC - VENDOR: Continental Travel; INVOICE#: 321555; DATE: 10/7/2004 - Client	1,479.20
10/07/04	MealsTravel to Washington, DC - VENDOR: SCOTT L. BAENA; INVOICE#: SLB-10/08/04; DATE: 10/8/2004 - Client - 15537	142.45
10/08/04	AirfareTravel to Washington, DC - VENDOR: SCOTT L. BAENA; INVOICE#: SLB-10/08/04; DATE: 10/8/2004 - Client - 15537	1,479.20
10/08/04	Fares, Milcage, ParkingTravel to Washington, DC - VENDOR: SCOTT L. BAENA; INVOICE#: SLB-10/08/04; DATE: 10/8/2004 - Client - 15537	22.50

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10/08/04	LodgingTravel to Washington, DC - VENDOR: SCOTT L. BAENA; INVOICE#: SLB-10/08/04; DATE: 10/8/2004 - Client - 15537	372.13
10/08/04	MealsTravel to Washington, DC - VENDOR: SCOTT L. BAENA; INVOICE#: SLB-10/08/04; DATE: 10/8/2004 - Client - 15537	77.54
10/08/04	Long Distance Telephone-Outside ServicesTravel to NYC - VENDOR: SCOTT L. BAENA; INVOICE#: SLB-10/08/04; DATE: 10/8/2004 - Client - 15537	4.00
10/08/04	Fares, Mileage, ParkingTravel to Airport - VENDOR: JAY M. SAKALO; INVOICE#: JMS-10/08/04; DATE: 10/8/2004 - Client - 15537	43.25
10/08/04	LodgingTravel to Washington, D.C. - VENDOR: JAY M. SAKALO; INVOICE#: JMS-10/08/04; DATE: 10/8/2004 - Client - 15537	372.13
10/11/04	Photocopies 246.0000pgs @ 0.15/pg	36.90
10/12/04	Long Distance Telephone(803) 943-4444	5.94
10/12/04	Long Distance Telephone(409) 883-4394	0.99
10/12/04	Long Distance Telephone(803) 943-6047	4.95
10/12/04	Long Distance Telephone(409) 883-4394	3.96
10/12/04	Long Distance Telephone(409) 883-4394	0.99
10/12/04	Long Distance Telephone(409) 779-0523	2.97
10/12/04	Long Distance Telephone(843) 524-5708	6.93
10/12/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807637333; DATE: 10/31/2004 - Westlaw Charges	8.55
10/13/04	Photocopies 41.0000pgs @ 0.15/pg	6.15
10/13/04	Long Distance Telephone(409) 883-4394	36.63
10/13/04	Long Distance Telephone(803) 943-4444	35.64
10/13/04	Long Distance Telephone(202) 841-8555	10.89
10/13/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 780138001; DATE: 10/19/2004	12.46
10/14/04	Telecopies 2.0000pgs @ 1.00/pg	2.00
10/14/04	Long Distance Telephone(202) 986-0050	33.66
10/15/04	Photocopies 423.0000pgs @ 0.15/pg	63.45
10/15/04	Photocopies 21.0000pgs @ 0.15/pg	3.15
10/15/04	Photocopies 256.0000pgs @ 0.15/pg	38.40
10/15/04	Photocopies 265.0000pgs @ 0.15/pg	39.75
10/15/04	Long Distance Telephone(803) 943-6047	19.80
10/15/04	Long Distance Telephone(409) 883-4394	0.99
10/15/04	Long Distance Telephone(212) 813-1703	1.98
10/15/04	AirfareTravel to Pittsburgh - VENDOR: Continental Travel; INVOICE#: 322191; DATE: 10/15/2004 - Client - 15537	746.10
10/18/04	Photocopies 37.0000pgs @ 0.15/pg	5.55
10/18/04	AirfareTravel Pittsburgh/Miami - VENDOR: Continental Travel; INVOICE#: 322344; DATE: 10/18/2004 - Client 15537	744.60
10/18/04	AirfareTravel Pittsburgh/Miami (canceled ticket will be refunded by Agency) - VENDOR: Continental Travel; INVOICE#: 321944; DATE: 10/12/2004 - Client - 15537	715.20
10/19/04	Photocopies 101.0000pgs @ 0.15/pg	15.15
10/20/04	Photocopies 10.0000pgs @ 0.15/pg	1.50
10/21/04	Photocopies 25.0000pgs @ 0.15/pg	3.75

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10/21/04	Long Distance Telephone(843) 597-4422	9.90
10/21/04	Long Distance Telephone-Outside ServicesVENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4102469536; DATE: 10/24/2004 - Acct.#BILZIN01	51.08
10/22/04	Photocopies 26.0000pgs @ 0.15/pg	3.90
10/22/04	Photocopies 54.0000pgs @ 0.15/pg	8.10
10/22/04	Photocopies 11.0000pgs @ 0.15/pg	1.65
10/22/04	Long Distance Telephone(409) 883-4394	1.98
10/23/04	Searches-Title/Name/CorporateLivedgar - VENDOR: GLOBAL SECURITIES INFORMATION, INC.; INVOICE#: IN000172238; DATE: 10/31/2004 - Acct.#RUBINFL	20.00
10/24/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807637333; DATE: 10/31/2004 - Westlaw Charges	119.00
10/25/04	AirfareTravel to Philadelphia - VENDOR: Continental Travel; INVOICE#: 322545; DATE: 10/21/2004 - Clients	438.10
10/25/04	AirfareTravel to Philadelphia - VENDOR: SCOTT L. BAENA; INVOICE#: SLB-10/25/04; DATE: 10/25/2004 - Clients	438.10
10/25/04	MealsTravel to Philadelphia - VENDOR: SCOTT L. BAENA; INVOICE#: SLB-10/25/04; DATE: 10/25/2004 - Clients	38.50
10/25/04	ParkingMiami International Airport - VENDOR: JAY M. SAKALO; INVOICE#: JMS-10/25/04; DATE: 10/25/2004 - Client	12.50
10/25/04	Fares, Mileage, ParkingMiami International Airport - VENDOR: JAY M. SAKALO; INVOICE#: JMS-10/25/04; DATE: 10/25/2004 - Client	6.00
10/26/04	Photocopies 28.0000pgs @ 0.15/pg	4.20
10/26/04	Photocopies 140.0000pgs @ 0.15/pg	21.00
10/26/04	Long Distance Telephone(409) 883-4394	0.99
10/26/04	Long Distance Telephone(202) 862-5065	34.65
10/26/04	Long Distance Telephone(973) 451-8506	0.99
10/26/04	Long Distance Telephone(973) 538-0800	1.98
10/27/04	Long Distance Telephone(409) 883-4394	0.99
10/27/04	Long Distance Telephone(803) 943-4444	8.91
10/28/04	Long Distance Telephone(409) 883-4394	1.98
10/28/04	Long Distance Telephone(803) 943-4444	3.96
10/28/04	Long Distance Telephone(212) 813-1703	0.99
10/28/04	Long Distance Telephone-Outside ServicesVENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4103169785; DATE: 10/31/2004 - Acct.#BILZIN01	22.22
10/29/04	Photocopies 49.0000pgs @ 0.15/pg	7.35

TOTAL COSTS ADVANCED

\$10,432.37

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	1.40	\$550.00	\$770.00
Danzeisen, Allyn S	15.90	\$290.00	\$4,611.00
Sakalo, Jay M	16.40	\$290.00	\$4,756.00
Van Dijk, Wendy	3.80	\$110.00	\$418.00
Josephs, Adam	11.30	\$110.00	\$1,243.00

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<i>TOTAL</i>	<i>48.80</i>	<i>\$11,798.00</i>
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MATTER SUMMARY OF COSTS ADVANCED

Airfare	\$7,173.75
Photocopies	\$524.55
Fares, Mileage, Parking	\$157.78
Telecopies	\$4.00
Federal Express	\$30.10
Long Distance Telephone	\$350.46
Long Distance Telephone-Outside Services	\$250.61
Lodging	\$913.78
Meals	\$267.48
Pacer - Online Services	\$428.68
Parking	\$12.50
Searches-Title/Name/Corporate	\$20.00
Westlaw-Online Legal Research	\$298.68
TOTAL	\$10,432.37

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER**\$22,230.37**

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RE: 02 - Debtors' Business Operations

Atty - SLB
Client No. 74817/15538

10/12/04	JMS	0.60	174.00	Telephone conference with J. Baer, P. Lockwood regarding KWELMBS issues (.3); email to G. Boyer regarding corporate tax/cash issues (.3)
10/29/04	SLB	0.30	165.00	Email to PD committee reporting on grand jury investigation (.3).

PROFESSIONAL SERVICES

\$339.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	0.30	\$550.00	\$165.00
Sakalo, Jay M	0.60	\$290.00	\$174.00
<i>TOTAL</i>	<i>0.90</i>		<i>\$339.00</i>

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$339.00

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RE: 03 - Creditors Committee

Atty - SLB
Client No. 74817/15539

Date	Attorney	Hours	Amount	Description
10/01/04	SLB	0.20	110.00	Email to D. Speights regarding committee materials circulation (.2).
10/04/04	SLB	0.50	275.00	Telephone conference with D. Speights and M. Dies regarding committee meeting and meeting with debtors (.5).
10/05/04	ASD	0.30	87.00	Review email regarding special Committee meeting and review response to same (.3).
10/05/04	SLB	0.90	495.00	Emails from and to D. Speights and negotiation subcommittee regarding meeting (.7); email to subcommittee regarding special meeting (.2).
10/05/04	JMS	0.60	174.00	Emails to and from D. Speights regarding meeting of subcommittee (.3); telephone conference with D. Speights, S. Baena thereon (.3)
10/06/04	ASD	1.70	493.00	Review of minutes from 9/30 Committee meeting (.3); attend Grace meeting (.5); prepare minutes of meeting (.5); review emails from Committee members regarding meeting (.4).
10/06/04	SLB	1.90	1,045.00	Committee meeting (.8); preparation of minutes and circulate same for comment (.8); email from and to D. Speights (.2); email from E. Cabraser (.1).
10/06/04	JMS	2.20	638.00	Draft minutes of subcommittee meeting (.8); email to S. Baena thereon (.2); committee call (.5); review emails regarding meeting of committee and subcommittee (.7)
10/07/04	ASD	0.50	145.00	Review various email correspondence regarding Committee issues (.5).
10/07/04	SLB	0.40	220.00	Email from D. Scott and interoffice conferences with J. Sakalo regarding response thereto (.3); email from D. Speights regarding meeting (.1).
10/07/04	JMS	4.10	1,189.00	Revise minutes of committee meeting on 9/16 and 9/17 (2.4); emails between committee members regarding meetings (1.7)
10/08/04	ASD	0.40	116.00	Review email regarding Committee meeting and attached summaries (.4).
10/08/04	JMS	0.70	203.00	Draft minutes of meeting of subcommittee and email thereon to S. Baena
10/11/04	JMS	0.30	87.00	Email from and to D. Speights regarding minutes of subcommittee meeting
10/12/04	SLB	0.30	165.00	Email and telephone call from D. Speights regarding bylaws, etc. (.3).
10/13/04	SLB	0.50	275.00	Conference call with M. Dies and D. Speights regarding various issues (.5).
10/15/04	ASD	0.40	116.00	Review of Scott's Motion to Stay and attached exhibits (.4).
10/15/04	ASD	0.20	58.00	Email Committee regarding motion to extend time to file plan (.2).
10/21/04	ASD	1.10	319.00	Prepare for and attend Committee call.
10/21/04	ASD	2.90	841.00	Commence research of questions poised by Committee member.
10/21/04	SLB	0.50	275.00	Committee meeting (.5).
10/21/04	JMS	1.40	406.00	Prepare for and hold Committee call
10/22/04	ASD	7.80	2,262.00	Continue research regarding Committee issues.
10/24/04	ASD	7.50	2,175.00	Continue work on Committee issues.
10/25/04	ASD	7.80	2,262.00	Continue research regarding Committee issues (7.8).
10/26/04	ASD	8.80	2,552.00	Continue research on Committee issues (4.7); begin draft of memo on Committee issues (3.6); interoffice conference with

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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10/26/04	ASD	0.30	87.00	Scott Baena regarding Committee issues (.5). Review email from Committee member regarding 2019 Order (.1); respond to same (.2).
10/26/04	JMS	0.20	58.00	Conference with A.Danzeisen regarding memo to Dr. Scott
10/27/04	ASD	5.20	1,508.00	Continue research on Committee (2.1); continue draft of memo on Committee issues (3.1).
10/28/04	ASD	4.60	1,334.00	Continue draft memo on Committee issues (4.4); interoffice conference with Scott Baena regarding Committee issue (.2).
10/28/04	SLB	2.90	1,595.00	Prepare for committee meeting (.4); committee meeting (.4); revise memorandum of law to committee (1.8); emails from and to D. Speights regarding fees (.3).
10/28/04	JMS	1.00	290.00	Committee call (.5); review memo to Committee (.5)
10/29/04	ASD	0.60	174.00	Review various 2019 statements (.6).
10/29/04	ASD	1.40	406.00	Meeting with Scott Baena and Jay Sakalo regarding Committee issues and responses to inquiries.
10/29/04	ASD	0.10	29.00	Review email to Committee regarding Committee issues.
10/29/04	SLB	1.70	935.00	Revise response to D. Scott and conference with A. Danzeisen and J. Sakalo regarding same (1.5); email to D. Speights and M. Dies regarding same (.2).
10/29/04	JMS	1.40	406.00	Meeting with S. Baena and A. Danzeisen regarding memo to committee

PROFESSIONAL SERVICES

\$23,805.00

COSTS ADVANCED

10/06/04	Long Distance Telephone(415) 956-1000	1.98
10/06/04	Long Distance Telephone(509) 455-9555	1.98
10/28/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807637333; DATE: 10/31/2004 - Westlaw Charges	22.37
10/28/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807637333; DATE: 10/31/2004 - Westlaw Charges	179.30

TOTAL COSTS ADVANCED

\$205.63

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	9.80	\$550.00	\$5,390.00
Danzeisen, Allyn S	51.60	\$290.00	\$14,964.00
Sakalo, Jay M	11.90	\$290.00	\$3,451.00
TOTAL	73.30		\$23,805.00

MATTER SUMMARY OF COSTS ADVANCED

Long Distance Telephone	\$3.96
Westlaw-Online Legal Research	\$201.67
TOTAL	\$205.63

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$24,010.63

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 07 - Applicant's Fee Application

Atty - SLB
Client No. 74817/15543

10/05/04	LMF	1.20	144.00	Attention to review and edits to September prebill (1.2).
10/11/04	LMF	1.10	132.00	Attend to final edits to September bill and prepare notice and summary for same (1.1).
10/12/04	ASD	0.40	116.00	Revise fee application (.4).
10/28/04	LMF	0.90	108.00	Work with accounting in compiling copies of all fraudulent transfer invoices and email to J. Sakalo (.9).
10/28/04	LMF	0.80	96.00	Compile statements and prepare for Bilzin's quarterly application (.8).

PROFESSIONAL SERVICES	\$596.00
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COSTS ADVANCED

09/30/04	Pacer - Online Services VENDOR: PACER SERVICE CENTER; INVOICE#: 07/01/04-09/30/04; DATE: 9/30/2004 - Pacer Charges	11.97
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TOTAL COSTS ADVANCED	\$11.97
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MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Danzeisen, Allyn S	0.40	\$290.00	\$116.00
Flores, Luisa M	4.00	\$120.00	\$480.00
TOTAL	4.40		\$596.00

MATTER SUMMARY OF COSTS ADVANCED

Pacer - Online Services	\$11.97
TOTAL	\$11.97

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$607.97
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BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 08 - Hearings

Atty - SLB
Client No. 74817/15544

10/06/04	SLB	0.80	440.00	Telephonic appearance at 2019 motion hearing [time split with USG] (.8).
10/06/04	JMS	2.00	580.00	Prepare for and attend Rule 2019 hearing (1/2 time with USG) (1.8); telephone conference with S. Baena regarding results (.2)
10/19/04	SLB	0.20	110.00	Review agenda for 10/25 hearing (.2).
10/25/04	JMS	2.60	754.00	Attend omnibus hearing (1.6); prepare en route (1.0)
PROFESSIONAL SERVICES				\$1,884.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L.	1.00	\$550.00	\$550.00
Sakalo, Jay M	4.60	\$290.00	\$1,334.00
TOTAL	5.60		\$1,884.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$1,884.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 09 - Claims Analysis, Objection, Resolution & Estimation (asbestos) Atty - SLB
Client No. 74817/15545

10/05/04	JMS	1.30	377.00	Review Owens Corning brief regarding x-rays (1/2 time with USG)
10/12/04	ASD	0.40	116.00	Review of analysis of claims (.4).
10/14/04	SLB	0.60	330.00	Telephone conference with J. Hass and J. Sakalo regarding empirical analysis of asbestos claims (.6).
10/21/04	JMS	0.30	87.00	Telephone conference with J. Hass regarding claims database
10/27/04	JMS	0.60	174.00	Telephone conference with D. Speights regarding property damage claims date (.4); email to W. VanDijk thereon (.2)
10/28/04	JMS	2.00	580.00	Multiple emails with D. Speights regarding property damage claims (.7); conferences with W. VanDijk thereon and review of spreadsheets (1.3)
10/28/04	WV	2.70	297.00	Edit claims register.

PROFESSIONAL SERVICES

\$1,961.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	0.60	\$550.00	\$330.00
Danzeisen, Allyn S	0.40	\$290.00	\$116.00
Sakalo, Jay M	4.20	\$290.00	\$1,218.00
Van Dijk, Wendy	2.70	\$110.00	\$297.00
TOTAL	7.90		\$1,961.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$1,961.00

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RE: 10 - Travel

Atty - SLB
Client No. 74817/15546

10/05/04	JMS	2.00	580.00	Non-working travel to Pittsburgh (1/2 time with USG)
10/06/04	JMS	2.50	725.00	Non-working travel to Miami
10/07/04	SLB	4.00	2,200.00	Travel to Washington, DC for meeting with debtor (4.0).
10/07/04	JMS	1.00	290.00	Non-working travel to D.C.
10/08/04	SLB	4.00	2,200.00	Return to Miami (4.0).
10/08/04	JMS	2.30	667.00	Non-working travel - return to Miami
10/17/04	JMS	4.40	1,276.00	(Non-Working) Flight to Pittsburgh
10/19/04	JMS	4.80	1,392.00	Return to Miami
10/25/04	SLB	4.00	2,200.00	Non-working travel to and from Wilmington [split with USG] (4.0).
10/25/04	JMS	3.30	957.00	Non-working travel to Philly (1.3); non-working travel from Philly (2.0)

PROFESSIONAL SERVICES

\$12,487.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	12.00	\$550.00	\$6,600.00
Sakalo, Jay M	20.30	\$290.00	\$5,887.00
TOTAL	32.30		\$12,487.00

Less 50% Discount on Travel

-\$6,243.50

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$6,243.50

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 18 - Plan & Disclosure Statement

Atty - SLB
Client No. 74817/15554

10/01/04	SLB	0.40	220.00	Telephone call from J. Baer (.2); email to committee (.2).
10/01/04	JMS	0.60	174.00	Telephone conference with S. Baena, J. Baer regarding Plan (.3); email to subcommittee thereon (.3)
10/03/04	SLB	0.80	440.00	Email exchange with D. Speights, M. Dies and E. Cabraser regarding meeting with debtor and with D. Bernick regarding same (.8).
10/03/04	JMS	0.30	87.00	Emails with S. Baena regarding meeting with Debtors, Plan issues
10/04/04	SLB	0.20	110.00	Email to D. Bernick regarding meeting (.2).
10/06/04	SLB	0.70	385.00	Email to committee regarding DC meeting with debtors (.2); email to J. Sakalo regarding DC meeting preparation (.3); telephone call from D. Speights (.2).
10/07/04	SLB	2.90	1,595.00	Conference with D. Speights in preparation for 10/8 meeting with debtor (2.0); review materials provided by debtor regarding PD claims (.9).
10/07/04	JMS	2.10	609.00	Meet with committee members and S. Baena regarding Plan
10/08/04	SLB	4.50	2,475.00	Conference with subcommittee members regarding plan negotiations with debtor (1.5); meeting with debtor (3.0).
10/08/04	JMS	4.00	1,160.00	Meeting with Debtors and subcommittee
10/12/04	SLB	0.60	330.00	Review ZAI materials furnished by debtor (.4); email to A. Danzeisen regarding preparation of motion to file in district court on Sealed Air settlement (.2).
10/13/04	SLB	0.80	440.00	Review plan date and email to D. Speights and M. Dies regarding same (.8).
10/14/04	JMS	0.60	174.00	Telephone conference with J. Hass, S. Baena regarding empirical claims data
10/15/04	ASD	0.70	203.00	Review motion to extend filing of plan (.2); telephone conference with Scott Baena, Dan Speights and Martin Dies regarding negotiations (.5).
10/15/04	SLB	3.30	1,815.00	Email from and to M. Dies regarding plan negotiations (.2); two telephone conferences with M. Dies and D. Speights regarding negotiations, status and future action (1.5); preparation of memo to committee regarding related issues (.8); telephone call from D. Speights regarding same (.2); letter to ZAI special counsel (.3); interoffice conference with J. Sakalo regarding action plan (.2); telephone call from M. Dies regarding same (.3).
10/15/04	JMS	1.40	406.00	Review emails regarding progress with Debtors on Plan issues (.8) work on email to Committee with S. Baena (.6)
10/16/04	SLB	0.60	330.00	Email exchange with E. Westbrook, D. Speights, J. Sakalo and M. Dies regarding ZAI trial, plan negotiations, etc. (.6).
10/17/04	SLB	0.40	220.00	Email exchange with D. Speights and J. Sakalo regarding ZAI trial and plan negotiations (.4).
10/20/04	ASD	0.10	29.00	Review Futures motion to Rep's joinder of motion to extend time (.1).
10/21/04	ASD	0.30	87.00	Review of objection of Elliot International to Motion to Extend (.3).
10/21/04	SLB	1.30	715.00	Email to R. Frankel regarding meeting (.1); telephone call from D. Speights regarding negotiations, etc. (.5); email to ZAI counsel (.3); email from and to D. Scott regarding same (.2); review opposition of Elliott International (.2).

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10/21/04	JMS	1.10	319.00	Telephone conference with D. Speights, S. Baena regarding negotiations (.5) review multiple emails regarding status of negotiations (.6)
10/22/04	SLB	0.10	55.00	Review FCR response to plan delay motions (.1).
10/22/04	JMS	1.10	319.00	Draft joinder to motion to extend time to file plan and email to T. Tacconelli thereon (.4); review agenda and notebooks (.7)
10/25/04	SLB	2.00	1,100.00	Court appearance regarding various motions (2.0).
10/26/04	SLB	0.50	275.00	Telephone call from R. Frankel regarding status of plan discussions (.5).
10/26/04	JMS	0.50	145.00	Telephone conference with D. Speights regarding financial advisor meeting and email to G. Boyer thereon
10/27/04	JMS	4.60	1,334.00	Multiple telephone conferences with G. Boyer regarding plan discussions and financial issues (1.2); conference with S. Baena thereon (.2); telephone conference with M. Dies, S. Baena regarding conference with Debtors (.4); review transcripts from other asbestos cases regarding Trust issues (.9); review Crane pre-pack (1/2 time with USG) (1.9)
10/28/04	SLB	0.50	275.00	Interoffice conference with J. Sakalo regarding plan meeting of financial advisors (.2); telephone call from D. Siegel regarding grand jury investigation (.3).
10/28/04	JMS	1.70	493.00	Telephone conference with G. Boyer regarding financial advisors call (.4); second telephone call with G. Boyer thereon (.5); conference with S. Baena regarding update (.4); second call with G. Boyer regarding financial advisors call (.4)
10/28/04	JMS	2.20	638.00	Research regarding 524(g) voting issues (1.4); outline of memo regarding Crane (.8)
10/29/04	JMS	1.80	522.00	Telephone conference with J. Hass regarding analysis of claims (.4); conference with S. Baena thereon (.2); telephone conference with J. Hass regarding meeting (.2); research data issues and email to J. Hass thereon (.7); telephone conference with G. Boyer regarding financial advisor issues (.3)

PROFESSIONAL SERVICES

\$17,479.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	19.60	\$550.00	\$10,780.00
Danzeisen, Allyn S	1.10	\$290.00	\$319.00
Sakalo, Jay M	22.00	\$290.00	\$6,380.00
TOTAL	42.70		\$17,479.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$17,479.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 30 - Fee Application of Others

Atty - SLB
Client No. 74817/17781

10/01/04	ASD	0.20	58.00	Review two fee applications (.2).
10/05/04	ASD	0.30	87.00	Review fee applications.
10/12/04	ASD	0.40	116.00	Review fee auditor's final report (.1); review Debtors fee application (.3).
10/12/04	JMS	0.40	116.00	Review and revise CDG response to fee auditor and email to G. Boyer thereon
10/26/04	LMF	0.80	96.00	Prepare notice and summary of Hamilton Rabinovitz's September fees and submit to local counsel for filing and serving (.8).
10/27/04	LMF	1.40	168.00	Review expense report received from Lukins & Annis regarding PD Committee expenses (.5); prepare notice for filing with court for reimbursement of expenses (.9).

PROFESSIONAL SERVICES

\$641.00

COSTS ADVANCED

10/25/04	Long Distance Telephone(772) 287-4444	0.75
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TOTAL COSTS ADVANCED

\$0.75

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Danzeisen, Allyn S	0.90	\$290.00	\$261.00
Sakalo, Jay M	0.40	\$290.00	\$116.00
Flores, Luisa M	2.20	\$120.00	\$264.00
TOTAL	3.50		\$641.00

MATTER SUMMARY OF COSTS ADVANCED

Long Distance Telephone	\$0.75
TOTAL	\$0.75

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$641.75

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 31 - Retention of Others

Atty - SLB
Client No. 74817/17782

10/21/04	JMS	0.30	87.00	Review and revise supplemental affidavit
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PROFESSIONAL SERVICES	\$87.00
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MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	0.30	\$290.00	\$87.00
TOTAL	0.30		\$87.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$87.00
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BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 38 - ZAI Science Trial

Atty - SLB
Client No. 74817/17905

10/12/04	JMS	2.40	696.00	Begin review of science trial briefs
10/14/04	JMS	1.80	522.00	Multiple emails with K. Camarda regarding document requests
10/15/04	ASD	0.30	87.00	Review email regarding ZAI litigation (.2); review email response (.1).
10/15/04	JMS	0.50	145.00	Review agenda for hearing and conference with W. Van Dijk regarding papers for hearing
10/18/04	ASD	0.20	58.00	Review emails regarding science trial.
10/18/04	JMS	9.90	2,871.00	Attend ZAI trial (9.0); telephone conference with S. Baena regarding results (.5); email exchange with D. Speights regarding same (.4)
10/19/04	JMS	1.50	435.00	Begin draft of memo regarding science trial
10/20/04	JMS	3.50	1,015.00	Telephone conference with S. Baena regarding hearing (.4); draft memo to file (3.1)
10/29/04	JMS	0.40	116.00	Email from T. Sobol regarding ZAI issues

PROFESSIONAL SERVICES

\$5,945.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Danzeisen, Allyn S	0.50	\$290.00	\$145.00
Sakalo, Jay M	20.00	\$290.00	\$5,800.00
TOTAL	20.50		\$5,945.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$5,945.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 39 - ZAI Science Trial Expenses Atty - SLB
Client No. 74817/17906

PROFESSIONAL SERVICES \$0.00

COSTS ADVANCED

10/19/04	LodgingTravel to Pittsburgh - VENDOR: JAY M. SAKALO; INVOICE#: JMS-10/19/04; DATE: 10/19/2004 - Client - 17906	362.93
10/19/04	Fares, Mileage, ParkingTaxi fares - Travel to Pittsburgh - VENDOR: JAY M. SAKALO; INVOICE#: JMS-10/19/04; DATE: 10/19/2004 - Client - 17906	132.00
10/19/04	MealsTravel to Pittsburgh - VENDOR: JAY M. SAKALO; INVOICE#: JMS-10/19/04; DATE: 10/19/2004 - Client - 17906	29.09

TOTAL COSTS ADVANCED \$524.02

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
TOTAL	0		\$0.00

MATTER SUMMARY OF COSTS ADVANCED

Fares, Mileage, Parking	\$132.00
Lodging	\$362.93
Meals	\$29.09
TOTAL	\$524.02

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER \$524.02

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CLIENT SUMMARY OF PROFESSIONAL SERVICES THIS PERIOD

Timekeeper	Hours	Total
Danzeisen, Allyn S	70.80	\$20,532.00
Baena, Scott L	44.70	\$24,585.00
Flores, Luisa M	6.20	\$744.00
Sakalo, Jay M	100.70	\$29,203.00
Van Dijk, Wendy	6.50	\$715.00
Josephs, Adam	11.30	\$1,243.00
Less 50% Discount on Travel		-\$6,243.50
TOTAL PROFESSIONAL FEES THIS PERIOD		\$70,778.50

CLIENT SUMMARY OF COSTS ADVANCED

Airfare	\$7,173.75
Photocopies	\$524.55
Fares, Mileage, Parking	\$289.78
Telecopies	\$4.00
Federal Express	\$30.10
Long Distance Telephone	\$355.17
Long Distance Telephone-Outside Services	\$250.61
Lodging	\$1,276.71
Meals	\$296.57
Pacer - Online Services	\$440.65
Parking	\$12.50
Searches-Title/Name/Corporate	\$20.00
Westlaw-Online Legal Research	\$500.35

TOTAL COSTS ADVANCED THIS PERIOD**\$11,174.74****TOTAL AMOUNT DUE THIS PERIOD****\$81,953.24**

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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CLIENT SUMMARY

	TIME	COSTS ADVANCED	TOTAL
BALANCE AS OF- 10/31/04			
WR Grace-Official Committee of Prope			
01- Case Administration/15537	\$11,798.00	\$10,432.37	\$22,230.37
02 - Debtors' Business Operations/15538	\$339.00	\$0.00	\$339.00
03 - Creditors Committee/15539	\$23,805.00	\$205.63	\$24,010.63
07 - Applicant's Fee Application/15543	\$596.00	\$11.97	\$607.97
08 - Hearings/15544	\$1,884.00	\$0.00	\$1,884.00
09 - Claims Analysis, Objection, Resolution & Estimation (asbestos)/15545	\$1,961.00	\$0.00	\$1,961.00
10 - Travel/15546	\$6,243.50	\$0.00	\$6,243.50
18 - Plan & Disclosure Statement/15554	\$17,479.00	\$0.00	\$17,479.00
30 - Fee Application of Others/17781	\$641.00	\$0.75	\$641.75
31 - Retention of Others/17782	\$87.00	\$0.00	\$87.00
38 - ZAI Science Trial/17905	\$5,945.00	\$0.00	\$5,945.00
39 - ZAI Science Trial Expenses/17906	\$0.00	\$524.02	\$524.02
<i>Client Total</i>	<i>\$70,778.50</i>	<i>\$11,174.74</i>	<i>\$81,953.24</i>

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
 200 SOUTH BISCAYNE BOULEVARD, SUITE 2500 • MIAMI, FLORIDA 33131-5340
 TELEPHONE: (305) 374-7580 • FAX: (305) 374-7593
 E-MAIL: INFO@BILZIN.COM • WWW.BILZIN.COM

December 16, 2004

WR Grace-The Official Committee of Property Damage Claimants

Invoice # 87007

FOR PROFESSIONAL SERVICES RENDERED
 THROUGH November 30, 2004

RE: 01- Case Administration

Atty - SLB
 Client No. 74817/15537

11/01/04	ASD	0.10	29.00	Review notice of hearing on motion of Scott's Company (.1).
11/01/04	ASD	0.80	232.00	Review of opposition to Motion to Strike (.2); review of interim order on certain equity securities (.2); create and amend order on Settlement Agreement (.1); review of Debtors Response in Opposition to Town of Action's Motion (.3).
11/01/04	SLB	0.30	165.00	Review of numerous case pleadings (.3).
11/01/04	JMS	0.40	116.00	Review news article regarding Grand Jury subpoena (.2); conference with S. Baena regarding pending matters (.2)
11/02/04	SLB	0.30	165.00	Review revised 2019 order and email to J. Sakalo regarding same (.3).
11/02/04	AJ	0.20	22.00	Printout requested docket for A.Danzeisen & J. Sakalo
11/03/04	ASD	0.20	58.00	Review certification regarding motion to establish ADR process (.2).
11/03/04	ASD	0.40	116.00	Review 5 continuation orders (.2); review two orders granting relief on omnibus objection (.2).
11/03/04	ASD	0.40	116.00	Pull and review liquidation plan filed in district bankruptcy (.4).
11/03/04	AJ	0.40	44.00	Printout requested docket for A.Danzeisen & J. Sakalo (.2) Printout requested pleadings for A. Danzeisen & J. Sakalo (.2)
11/04/04	SLB	1.00	550.00	Revise motion to district court for payment of fees in Sealed Air litigation (1.0).
11/04/04	JMS	0.50	145.00	Review Libby claimants' motion for reconsideration and motion for extension of time
11/04/04	WV	1.00	110.00	Pull docket, find order re D. Austern.
11/04/04	WV	1.50	165.00	Search for personal injury database.
11/04/04	AJ	0.30	33.00	Printout requested docket for A.Danzeisen & J. Sakalo (.2) Printout requested pleadings for A. Danzeisen & J. Sakalo (.1)
11/05/04	ASD	0.40	116.00	Review of motion for leave to authorize advance of legal fees (.4).
11/05/04	AJ	0.40	44.00	Printout requested docket for A.Danzeisen & J. Sakalo (.2) Printout requested pleadings for A. Danzeisen & J. Sakalo (.2)
11/06/04	AJ	1.60	176.00	Printout requested docket and pleadings for A.Danzeisen & J. Sakalo (10/25 = .3) (10/26 = .5) (10/27 = .2) (10/28 = .4) (10/29 = .2)
11/08/04	ASD	0.10	29.00	Review of Debtor's statement requesting clarification (.1).
11/08/04	ASD	0.40	116.00	Review Town of Acton's Motion for Leave and review of Reply (.4).
11/08/04	ASD	0.10	29.00	Review of affidavit of Tom Lewis (.1).
11/08/04	ASD	0.60	174.00	Review of Motion to Dismiss in Pope case (.4); review of reply of certain insurers in support of Motion to Strike (.2).
11/08/04	JMS	1.00	290.00	Review agenda (.2); review motion to pay legal fees in connection with grand jury investigation (.8)
11/08/04	AJ	0.40	44.00	Printout requested docket for A.Danzeisen & J. Sakalo (.2) Printout requested pleadings for A. Danzeisen & J. Sakalo (.2)
11/09/04	ASD	1.00	290.00	Review of Motion to Advance Legal Fees (.5); review court order regarding same (.1); interoffice conference with Scott Baena and Jay Sakalo regarding Motion to Advance Legal Fees (.4).
11/09/04	ASD	2.10	609.00	Research of Delaware Corporate Law (.8); research regarding under takings (.4); research regarding defalcation (.9).
11/09/04	SLB	0.90	495.00	Attention to motion to indemnify employees and interoffice conference with J. Sakalo regarding same (.9).

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Date	Initials	Hours	Amount	Description
11/09/04	JMS	5.70	1,653.00	Conferences with S. Baena regarding motion to pay legal fees (.5); research and draft objection (5.2)
11/09/04	AJ	0.40	44.00	Printout requested docket for A. Danzeisen & J. Sakalo (.2) Printout requested pleadings for A. Danzeisen & J. Sakalo (.2)
11/10/04	ASD	0.80	232.00	Prepare Objection to Motion to Advance for filing (.6); review emails from Ted Tacconelli regarding objection (.2).
11/10/04	ASD	0.20	58.00	Review motion to modify orders (.2).
11/10/04	SLB	0.80	440.00	Review and discuss with J. Sakalo objection to indemnification of officers (.5); email from and to M. Dies regarding national legislation (.3).
11/10/04	JMS	2.00	580.00	Finalize objection to motion to advance legal fees (1.4); email to Committee thereon (.3); email with T. Tacconelli thereon (.3)
11/10/04	WV	1.30	143.00	Review files, search for documents re bi data
11/10/04	AJ	0.40	44.00	Printout requested docket for A. Danzeisen & J. Sakalo (.2) Printout requested pleadings for A. Danzeisen & J. Sakalo (.2)
11/11/04	ASD	1.10	319.00	Review of Debtors Submission In Support of Motion to Advance (.6); research regarding State Corporate Law (.5).
11/11/04	SLB	0.30	165.00	Interoffice conference with J. Sakalo regarding indemnity motion hearing (.3).
11/11/04	JMS	0.70	203.00	Emails with Committee regarding objection to indemnity motion
11/11/04	AJ	0.40	44.00	Printout requested docket for A. Danzeisen & J. Sakalo (.2) Printout requested pleadings for A. Danzeisen & J. Sakalo (.2)
11/12/04	ASD	0.70	203.00	Review docket filings (.2); review PI Committee joinder to PD Committee objection (.1); review Opinion from Third Circuit regarding jurisdiction ruling (.4).
11/12/04	JMS	0.70	203.00	Emails with M. Hurford regarding indemnity motion, hearing (.3); review hearing binder (.4)
11/12/04	WV	1.50	165.00	Prepare hearing binder.
11/12/04	AJ	0.40	44.00	Printout requested docket for A. Danzeisen & J. Sakalo (.2) Printout requested pleadings for A. Danzeisen & J. Sakalo (.2)
11/13/04	JMS	0.30	87.00	Email with S. Baena regarding status and hearing
11/15/04	WV	4.00	440.00	Create binders for Plan and Disclosure Statement and related documents.
11/17/04	JMS	0.50	145.00	Telephone conference with M. Dies and D. Speights regarding results of hearing
11/17/04	WV	0.90	99.00	Pull dockets
11/18/04	ASD	0.40	116.00	Review order entered by Court (.1); review amended notices for objections (.1); review motion for entry of an order authorizing appointment of mediator (.2).
11/19/04	JMS	0.90	261.00	Email from S. Baena regarding Grace press release and email to Committee thereon (.5); emails regarding indemnity motion and revised order (.4).
11/21/04	JMS	0.40	116.00	Review draft revised order regarding indemnity payments and email to M. Eskin and R. Wyron thereon
11/22/04	WV	1.00	110.00	Pull dockets and print out documents from pacer.
11/23/04	ASD	0.70	203.00	Review Order by Court (.1); review various Scott pleadings (.4); review certification regarding MVC injunction (.2).
11/23/04	JMS	0.20	58.00	Email to R. Wyron regarding indemnity order
11/24/04	JMS	1.60	464.00	Emails with D. Speights regarding 2019 statements (.4); review issues thereon (.4); emails with S. Blatnick, A. Kreiger regarding indemnity motion (.5); review notes thereon (.3)
11/24/04	WV	1.20	132.00	Pull dockets and print out documents from pacer.
11/29/04	ASD	2.40	696.00	Research regarding disgorgement issues (1.2); (split with USG); review correspondence regarding financial statements (.1); review motion to refer jurisdiction (.6); review notice of filing verification of publication (.2); review motion to extend exclusivity (.2); review stipulation of summary judgment record (.1).
11/30/04	ASD	2.10	609.00	Research regarding disgorgement issues (split with USG).
11/30/04	SLB	0.80	440.00	Review district court's opinion concerning the appointment of David Austern (.6); email from, to and from H. Wasserstein regarding Sealed Air settlement, removal to bankruptcy court (.2).

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11/30/04	JMS	0.70	203.00	Telephone conference with C. Spingler (Property Damage Claimant) regarding status of case (.6); telephone conference from M. Eskin regarding Grace motion (.1)
11/30/04	WV	2.00	220.00	Pull dockets and print out documents from pacer.
11/30/04	WV	0.30	33.00	Pull case law.
11/30/04	WV	0.20	22.00	Prepare copy of binder with plan and disclosure statement.

PROFESSIONAL SERVICES

\$13,472.00

COSTS ADVANCED

11/01/04	Photocopies 8.0000pgs @ 0.15/pg	1.20
11/01/04	Long Distance Telephone(409) 883-4394	18.81
11/01/04	Long Distance Telephone(803) 943-4444	12.87
11/02/04	Photocopies 67.0000pgs @ 0.15/pg	10.05
11/02/04	Long Distance Telephone(409) 883-4394	2.97
11/02/04	Long Distance Telephone(409) 883-4394	9.90
11/03/04	Photocopies 87.0000pgs @ 0.15/pg	13.05
11/03/04	Photocopies 19.0000pgs @ 0.15/pg	2.85
11/03/04	Photocopies 3.0000pgs @ 0.15/pg	0.45
11/03/04	Photocopies 16.0000pgs @ 0.15/pg	2.40
11/03/04	Telecopies 32.0000pgs @ 1.00/pg	32.00
11/03/04	Telecopies 32.0000pgs @ 1.00/pg	32.00
11/03/04	Long Distance Telephone(302) 575-1555	1.98
11/04/04	Long Distance Telephone(302) 426-1900	1.98
11/04/04	Long Distance Telephone(202) 986-0050	7.92
11/05/04	Long Distance Telephone(302) 575-1555	7.92
11/05/04	Long Distance Telephone(302) 426-1900	2.97
11/05/04	Long Distance Telephone(202) 862-5081	0.99
11/05/04	Long Distance Telephone(302) 575-1555	4.95
11/08/04	Photocopies 28.0000pgs @ 0.15/pg	4.20
11/08/04	Long Distance Telephone(212) 813-1703	1.98
11/08/04	Long Distance Telephone(212) 813-1703	2.97
11/08/04	Long Distance Telephone(302) 426-1900	1.98
	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.;	
11/08/04	INVOICE#: 784488073; DATE: 11/12/2004	8.18
11/09/04	Long Distance Telephone(302) 575-1555	5.94
11/09/04	Long Distance Telephone(803) 943-4444	4.95
11/09/04	Long Distance Telephone(843) 597-4422	25.74
11/09/04	Long Distance Telephone(843) 597-4422	0.99
11/09/04	Long Distance Telephone(302) 575-1555	0.99
11/10/04	Photocopies 25.0000pgs @ 0.15/pg	3.75
11/10/04	Photocopies 11.0000pgs @ 0.15/pg	1.65
11/10/04	Long Distance Telephone(302) 575-1555	5.94
11/11/04	Telecopies 2.0000pgs @ 1.00/pg	2.00
11/11/04	Long Distance Telephone(831) 626-1350	1.98
11/11/04	Long Distance Telephone(803) 943-4444	11.88
	MealsVENDOR: GRUNBERG'S DELI RESTAURANT;	
11/12/04	INVOICE#: 11/01/04-11/15/04; DATE: 11/15/2004 - Meals	42.35
11/12/04	Photocopies 13.0000pgs @ 0.15/pg	1.95

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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11/12/04	Long Distance Telephone(409) 883-4394	61.38
11/12/04	Long Distance Telephone(843) 524-1659	60.39
11/12/04	Long Distance Telephone(212) 548-6558	2.97
11/12/04	Long Distance Telephone(409) 882-9595	27.72
11/12/04	Long Distance Telephone(843) 524-1242	24.75
11/12/04	Long Distance Telephone(404) 786-6443	1.98
11/12/04	Long Distance Telephone(202) 986-0050	3.96
11/12/04	Long Distance Telephone(202) 623-1383	1.98
11/12/04	Long Distance Telephone(202) 835-1115	2.97
11/12/04	Long Distance Telephone(301) 785-3996	3.96
11/12/04	Long Distance Telephone(202) 841-8555	0.99
11/12/04	Long Distance Telephone(409) 882-9595	7.92
11/12/04	Long Distance Telephone(843) 524-1659	5.94
11/14/04	AirfareTravel to Philadelphia - VENDOR: Continental Travel; INVOICE#: 323983; DATE: 11/11/2004 - Client	438.10
11/14/04	Long Distance Telephone(843) 524-1659	3.96
11/14/04	Fares, Mileage, ParkingVENDOR: KING LIMOUSINE AND TRANSPORTATION SERVIC; INVOICE#: 64236; DATE: 11/21/2004 - Client #s 15537,15906	89.80
11/15/04	Photocopies 2103.0000pgs @ 0.15/pg	315.45
11/15/04	Photocopies 2805.0000pgs @ 0.15/pg	420.75
11/15/04	Photocopies 1771.0000pgs @ 0.15/pg	265.65
11/15/04	Photocopies 15.0000pgs @ 0.15/pg	2.25
11/15/04	Long Distance Telephone(302) 594-3100	2.97
11/15/04	Long Distance Telephone(843) 727-6500	1.98
11/15/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 770457928; DATE: 11/19/2004	20.98
11/15/04	Fares, Mileage, ParkingAirport parking - VENDOR: JAY M. SAKALO; INVOICE#: JMS-11/15/04; DATE: 11/15/2004 - Clients	22.50
11/15/04	LodgingTravel to Delaware - VENDOR: JAY M. SAKALO; INVOICE#: JMS-11/15/04; DATE: 11/15/2004 - Clients	141.65
11/15/04	MealsTravel to Delaware - VENDOR: JAY M. SAKALO; INVOICE#: JMS-11/15/04; DATE: 11/15/2004 - Clients	9.47
11/15/04	Fares, Mileage, ParkingVENDOR: JAY M. SAKALO; INVOICE#: JMS-11/15/04; DATE: 11/15/2004 - Clients	6.57
11/16/04	Photocopies 57.0000pgs @ 0.15/pg	8.55
11/16/04	Telecopies 9.0000pgs @ 1.00/pg	9.00
11/16/04	Telecopies 11.0000pgs @ 1.00/pg	11.00
11/16/04	Telecopies 20.0000pgs @ 1.00/pg	20.00
11/16/04	Telecopies 9.0000pgs @ 1.00/pg	9.00
11/16/04	Telecopies 14.0000pgs @ 1.00/pg	14.00
11/16/04	Telecopies 11.0000pgs @ 1.00/pg	11.00
11/16/04	Telecopies 10.0000pgs @ 1.00/pg	10.00
11/16/04	Telecopies 11.0000pgs @ 1.00/pg	11.00
11/16/04	Telecopies 9.0000pgs @ 1.00/pg	9.00
11/16/04	Telecopies 12.0000pgs @ 1.00/pg	12.00
11/16/04	Telecopies 6.0000pgs @ 1.00/pg	6.00
11/16/04	Telecopies 14.0000pgs @ 1.00/pg	14.00
11/16/04	Telecopies 1.0000pgs @ 1.00/pg	1.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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11/16/04	Telecopies	11.0000pgs @ 1.00/pg	11.00
11/16/04	Telecopies	7.0000pgs @ 1.00/pg	7.00
11/16/04	Telecopies	7.0000pgs @ 1.00/pg	7.00
11/16/04	Telecopies	10.0000pgs @ 1.00/pg	10.00
11/16/04	Telecopies	4.0000pgs @ 1.00/pg	4.00
11/17/04	Long Distance Telephone(302) 575-1555		1.98
11/17/04	Long Distance Telephone(843) 524-1659		4.95
11/17/04	Long Distance Telephone(409) 779-0523		1.98
11/17/04	Long Distance Telephone(409) 886-5250		20.79
11/17/04	Long Distance Telephone(843) 524-1659		20.79
11/18/04	Telecopies	2.0000pgs @ 1.00/pg	2.00
11/18/04	Long Distance Telephone(831) 626-1350		0.99
11/22/04	Long Distance Telephone(803) 943-4444		12.87
11/23/04	Long Distance Telephone(212) 813-1703		3.96
11/29/04	Long Distance Telephone(409) 883-4394		55.44
11/29/04	Long Distance Telephone(803) 943-6047		51.48
11/30/04	Photocopies	717.0000pgs @ 0.15/pg	107.55
11/30/04	Long Distance Telephone(202) 424-7500		3.96

TOTAL COSTS ADVANCED

\$2,718.96

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	4.40	\$550.00	\$2,420.00
Danzeisen, Allyn S	15.00	\$290.00	\$4,350.00
Sakalo, Jay M	15.60	\$290.00	\$4,524.00
Van Dijk, Wendy	14.90	\$110.00	\$1,639.00
Josephs, Adam	4.90	\$110.00	\$539.00
TOTAL	54.80		\$13,472.00

MATTER SUMMARY OF COSTS ADVANCED

Airfare	\$438.10
Photocopies	\$1,161.75
Fares, Mileage, Parking	\$118.87
Telecopies	\$244.00
Federal Express	\$29.16
Long Distance Telephone	\$533.61
Lodging	\$141.65
Meals	\$51.82
TOTAL	\$2,718.96

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$16,190.96

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 03 - Creditors Committee

Atty - SLB
Client No. 74817/15539

11/01/04	ASD	1.00	290.00	Review memo on Committee issues (.3); interoffice conference with Scott Baena regarding same (.6); review email to Committee (.1).
11/01/04	SLB	1.10	605.00	Emails from and to D. Speights and M. Dies regarding committee duties (.2); telephone conference with M. Dies and D. Speights regarding same (.4); email to committee with substantive responses to D. Scott inquiries (.5).
11/01/04	JMS	0.30	87.00	Conference with S. Baena regarding memo to Committee
11/03/04	ASD	0.10	29.00	Review email from Committee member (.1).
11/04/04	ASD	0.20	58.00	Review inquiries from Committee members (.2).
11/04/04	SLB	1.20	660.00	Email from T. Sobol and E. Westbrook regarding ZAI and research and response thereto (.7); committee meeting (.5).
11/04/04	JMS	0.50	145.00	Committee call
11/06/04	AJ	0.50	55.00	Pull Case Law per request of A. Danzeisen (10/28)
11/09/04	ASD	0.30	87.00	Review email from Committee member and respond to same (.3).
11/09/04	SLB	1.40	770.00	Email to subcommittee regarding meeting (.2); telephone call from M. Dies regarding same (.2); telephone conference with plan subcommittee (1.0).
11/11/04	ASD	0.50	145.00	Prepare for and attend Committee meeting (.5).
11/11/04	ASD	0.20	58.00	Review email from Committee member and respond (.2).
11/11/04	SLB	0.30	165.00	Committee meeting (.3).
11/11/04	JMS	0.40	116.00	Committee Call
11/15/04	ASD	0.10	29.00	Review email from Committee member regarding negotiation on issues (.1)
11/15/04	ASD	0.10	29.00	Review order entered by Court on liquidation of claims (.1)
11/18/04	ASD	0.80	232.00	Prepare for and attend committee call (.8).
11/29/04	SLB	1.10	605.00	Telephone conference with M. Dies and D. Speights regarding various pending matters (.7); email to sub-committee regarding meeting in DC (.2); email to J. Hass regarding same (.1); email to G. Boyer regarding same (.1).

PROFESSIONAL SERVICES

\$4,165.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	5.10	\$550.00	\$2,805.00
Danzeisen, Allyn S	3.30	\$290.00	\$957.00
Sakalo, Jay M	1.20	\$290.00	\$348.00
Josephs, Adam	0.50	\$110.00	\$55.00
TOTAL	10.10		\$4,165.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$4,165.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 07 - Applicant's Fee Application Atty - SLB
Client No. 74817/15543

11/04/04	LMF	1.70	204.00	Meet with A. Danzeisen regarding motion for holdbacks on Fraudulent Transfer matter (.2); download copies of all quarterly applications filed (.8); prepare exhibit for motion based on totals, docket numbers and dates of filing (.7).
11/04/04	LMF	0.90	108.00	Review and revise prebills for month of October (.9).
11/04/04	JMS	0.80	232.00	Review motion to advance cause on calendar and revise same
11/05/04	LMF	0.70	84.00	Complete review of prebills for October (.7).
11/05/04	LMF	0.50	60.00	Revise chart regarding holdbacks (.5).

PROFESSIONAL SERVICES

\$688.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	0.80	\$290.00	\$232.00
Flores, Luisa M	3.80	\$120.00	\$456.00
TOTAL	4.60		\$688.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$688.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 08 - Hearings Atty - SLB
Client No. 74817/15544

11/15/04	JMS	4.00	1,160.00	Prepare for and attend omnibus hearing (3.5); emails with S. Baena thereon (.5)
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PROFESSIONAL SERVICES	\$1,160.00
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MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	4.00	\$290.00	\$1,160.00
TOTAL	4.00		\$1,160.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$1,160.00
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BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 09 - Claims Analysis, Objection, Resolution & Estimation (asbestos) Atty - SLB
Client No. 74817/15545

11/12/04	SLB	2.00	1,100.00	Conference with J. Hass regarding signing of asbestos claims (2.0).
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PROFESSIONAL SERVICES	\$1,100.00
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MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	2.00	\$550.00	\$1,100.00
<i>TOTAL</i>	<i>2.00</i>		<i>\$1,100.00</i>

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$1,100.00
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RE: 10 - Travel

Atty - SLB
Client No. 74817/15546

11/14/04	JMS	1.00	290.00	Travel
11/15/04	JMS	2.10	609.00	(NON-WORKING) return to Miami

PROFESSIONAL SERVICES

\$899.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	3.10	\$290.00	\$899.00
TOTAL	3.10		\$899.00

Less 50% Discount on Travel

-\$449.50

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$449.50

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 18 - Plan & Disclosure Statement

Atty - SLB
Client No. 74817/15554

11/01/04	JMS	0.80	232.00	Review filings in Owens Corning regarding x-ray tests (1/2 time with USG)
11/02/04	JMS	2.40	696.00	Conference with S. Baena regarding update on Plan discussions (.3); emails with D. Speights regarding Plan analysis (.3); research regarding strategic issues (1.8)
11/03/04	ASD	1.30	377.00	Prepare for and attend meeting with financial consultant, Scott Baena and Jay Sakalo (1.0); interoffice conference with Scott Baena and Jay Sakalo regarding issues raised by consultant (.3).
11/03/04	SLB	1.30	715.00	Telephone conference with J. Hass et al regarding data development (1.0); interoffice conference with J. Sakalo and A. Danzeisen regarding review of data in house (.3).
11/03/04	JMS	1.90	551.00	Telephone conference with G. Boyer regarding Plan status (.2); review Hass analysis(.4); telephone conference with S. Baena, M. Dies, D. Speights thereon (1.0); conference with S. Baena regarding additional issues (.3)
11/04/04	JMS	3.10	899.00	Research Plan classification issues (1.8); telephone conference with J. Hass regarding claims issues (.3); review property damage objection to Plan in Mogul (1/2 time with USG) (1.0)
11/05/04	JMS	1.90	551.00	Review email traffic regarding status of plan negotiation (1.5); emails with J. Hass regarding data set (.4)
11/07/04	JMS	0.30	87.00	Emails regarding meeting to discuss status
11/08/04	SLB	0.50	275.00	Telephone call from M. Dies regarding status (.5).
11/08/04	JMS	0.40	116.00	Telephone conference with G. Boyer regarding plan issues
11/09/04	JMS	1.90	551.00	Subcommittee call (.7); ; telephone conference with M. Dies, D. Speights, S. Baena regarding status (.8); conference with S. Baena regarding status (.4)
11/10/04	SLB	0.20	110.00	Email from M. Dies regarding meeting, etc. (.2).
11/10/04	JMS	1.50	435.00	Research and analyze 524(g) issues (1.2); emails with Committee member thereon (.3).
11/11/04	SLB	1.30	715.00	Telephone call from M. Dies regarding status (.3); email from D. Siegel regarding filing of plan (.1); email from M. Dies regarding same (.1); review Sealed Air agreement for purposes of plan consideration (.8).
11/11/04	JMS	0.60	174.00	Emails and conferences with S. Baena regarding plan issues
11/12/04	JMS	2.80	812.00	Review memo regarding data (.8); meet with J. Hass regarding claims (2.0)
11/14/04	JMS	4.50	1,305.00	Emails with T. Tacconelli regarding plan (.4); review issues (.4); emails to working team (.5) email to Committee (.4) review plan of reorganization (2.8)
11/15/04	ASD	6.20	1,798.00	Begin review of plan documents (4.7); prepare documents for distribution to Committee (1.1); review and respond to various emails regarding plan documents (.4).
11/15/04	JMS	1.90	551.00	Telephone conference with J. Hass regarding estimation (.4); continue review of plan (1.5)
11/16/04	ASD	9.20	2,668.00	Continue work on disclosure issues (6.9); research regarding PI proposals (2.1); review correspondence regarding disclosure (.2).
11/16/04	JMS	2.20	638.00	Conference with A. Danzeisen regarding plan (.3); telephone conference regarding status and updates from hearing (.5); begin outline of plan docs (1.4)
11/17/04	ASD	6.70	1,943.00	Continue work on disclosure issues including defenses.

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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11/17/04	JMS	1.70	493.00	Emails with J. Hass regarding Plan issues and research thereon (1.3); conference with W. VanDijk regarding Plan exhibits (.4)
11/18/04	ASD	6.50	1,885.00	Continue research on disclosure issues (6.5).
11/18/04	SLB	0.40	220.00	Email exchanges with J. Sakalo regarding plan confirmation scheduling, etc, (.4).
11/18/04	JMS	0.70	203.00	Emails with D. Speights, S. Baena regarding meeting (.4); emails with A. Danzeisen regarding plan issues (.3)
11/19/04	SLB	2.50	1,375.00	Review disclosure statement (2.5).
11/22/04	JMS	0.30	87.00	Conference with S. Baena regarding plan objections
11/23/04	SLB	3.40	1,870.00	Continued analysis of work plan and disclosure statement (3.4).
11/23/04	JMS	1.40	406.00	Research regarding insurer standing issues (1/2 time with USG) (.8); telephone conference with G. Boyer regarding plan issues (.2); review Owens Corning opinion on estimation and conference with S. Baena thereon (.4)
11/24/04	JMS	0.40	116.00	Conference with S. Baena regarding Plan issues
11/27/04	JMS	1.20	348.00	Outline of objections
11/29/04	ASD	1.60	464.00	Continue work on disclosure and plan issues (1.6).
11/29/04	SLB	0.90	495.00	Interoffice conference with J. Sakalo regarding plan analysis and issues (.5); email to H. Wasserstein regarding Sealed Air objections (.2); email to R. Frankel regarding meeting (.2)
11/29/04	JMS	5.00	1,450.00	Continue working on responses to plan related motions including conferences with S. Baena thereon (3.8); emails regarding plan issues with H. Wasserstein et al (.2); telephone conference with S. Baena, D. Speights, M. Dies regarding plan issues (.5); review motion requesting referral of certain matters to the bankruptcy court (.5)
11/30/04	ASD	6.10	1,769.00	Interoffice conference with Scott Baena and Jay Sakalo regarding disclosure statement and plan issues (3.5); continue work on plan issues (2.6).
11/30/04	SLB	8.70	4,785.00	Email to J. Hass regarding analysis of TDPs (.1); continued analysis of disclosure statement and plan (5.1); interoffice conference with J. Sakalo and A. Danzeisen regarding objection to disclosure statement (3.5).
11/30/04	JMS	5.10	1,479.00	Conference with S. Baena, A. Danzeisen regarding strategy session for objections (3.5); research regarding objections to Plan related motion (1.4); emails regarding plan negotiation meeting (.2)

PROFESSIONAL SERVICES

\$33,644.00

COSTS ADVANCED

11/15/04	Photocopies 5.0000pgs @ 0.15/pg	0.75
11/15/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 786198710; DATE: 11/22/2004	15.16
11/15/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 786198710; DATE: 11/22/2004	15.33
11/15/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 786198710; DATE: 11/22/2004	16.58

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11/15/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 786198710; DATE: 11/22/2004	16.58
11/15/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 786198710; DATE: 11/22/2004	14.33
11/18/04	Photocopies 862.0000pgs @ 0.15/pg	129.30
TOTAL COSTS ADVANCED		\$208.03

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	19.20	\$550.00	\$10,560.00
Danzeisen, Allyn S	37.60	\$290.00	\$10,904.00
Sakalo, Jay M	42.00	\$290.00	\$12,180.00
TOTAL	98.80		\$33,644.00

MATTER SUMMARY OF COSTS ADVANCED

Photocopies	\$130.05
Federal Express	\$77.98
TOTAL	\$208.03

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$33,852.03
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BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 27 - Litigation Consulting

Atty - SLB
Client No. 74817/15563

11/24/04	JMS	0.80	232.00	Review Debtor and Scotts Company's motion for temporary stay enjoining actions related to Grace's vermiculite
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PROFESSIONAL SERVICES	\$232.00
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MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	0.80	\$290.00	\$232.00
TOTAL	0.80		\$232.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$232.00
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BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 30 - Fee Application of Others

Atty - SLB
Client No. 74817/17781

11/03/04	LMF	0.60	72.00	Review check and statements and follow up regarding reconciliation of payment to Hamilton Rabinovitz (.6).
11/08/04	ASD	0.20	58.00	Review two quarterly applications (.2).
11/10/04	ASD	0.20	58.00	Review two quarterly applications (.2).
11/11/04	ASD	0.20	58.00	Review monthly fee expense (.2).
11/15/04	ASD	0.20	58.00	Review two fee applications. (.2)
11/16/04	ASD	0.40	116.00	Review of 3 auditor reports (.2); review fee application (.2).
11/22/04	LMF	0.40	48.00	Review and download October statement for Hamilton Rabinovitz (.4).
11/23/04	ASD	1.30	377.00	Review 8 fee auditor reports (.4); review 13 fee application (.9).
11/23/04	LMF	1.10	132.00	Compile documents and begin draft of quarterly applications (1.1).
11/24/04	ASD	0.20	58.00	Review of two fee auditor reports (.2).
11/29/04	ASD	0.40	116.00	Review 5 fee application (.4).

PROFESSIONAL SERVICES

\$1,151.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Danzeisen, Allyn S	3.10	\$290.00	\$899.00
Flores, Luisa M	2.10	\$120.00	\$252.00
TOTAL	5.20		\$1,151.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$1,151.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 31 - Retention of Others

Atty - SLB
Client No. 74817/17782

11/04/04	JMS	1.20	348.00	Review FCR application to retain Tillinghast as actuarial consultant (.8); emails with S. Baena, M. Dies, D. Speights thereon (.4)
11/27/04	JMS	1.30	377.00	Begin draft of limited objection to Lexecon application

PROFESSIONAL SERVICES	\$725.00
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MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	2.50	\$290.00	\$725.00
TOTAL	2.50		\$725.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$725.00
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BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 38 - ZAI Science Trial Atty - SLB
Client No. 74817/17905

11/03/04	JMS	1.60	464.00	Emails from Westbrook and Sobol regarding ZAI issues (.4), research same (1.2)	
PROFESSIONAL SERVICES					\$464.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	1.60	\$290.00	\$464.00
<i>TOTAL</i>	<i>1.60</i>		<i>\$464.00</i>

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER **\$464.00**

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CLIENT SUMMARY OF PROFESSIONAL SERVICES THIS PERIOD

<i>Timekeeper</i>	<i>Hours</i>	<i>Total</i>
<i>Danzeisen, Allyn S</i>	<i>59.00</i>	<i>\$17,110.00</i>
<i>Baena, Scott L</i>	<i>30.70</i>	<i>\$16,885.00</i>
<i>Flores, Luisa M</i>	<i>5.90</i>	<i>\$708.00</i>
<i>Sakalo, Jay M</i>	<i>71.60</i>	<i>\$20,764.00</i>
<i>Van Dijk, Wendy</i>	<i>14.90</i>	<i>\$1,639.00</i>
<i>Josephs, Adam</i>	<i>5.40</i>	<i>\$594.00</i>
<i>Less 50% Discount on Travel</i>		<i>-\$449.50</i>
<i>TOTAL PROFESSIONAL FEES THIS PERIOD</i>		<i>\$57,250.50</i>

CLIENT SUMMARY OF COSTS ADVANCED

<i>Airfare</i>	<i>\$438.10</i>	
<i>Photocopies</i>	<i>\$1,291.80</i>	
<i>Fares, Mileage, Parking</i>	<i>\$118.87</i>	
<i>Telecopies</i>	<i>\$244.00</i>	
<i>Federal Express</i>	<i>\$107.14</i>	
<i>Long Distance Telephone</i>	<i>\$533.61</i>	
<i>Lodging</i>	<i>\$141.65</i>	
<i>Meals</i>	<i>\$51.82</i>	
 <i>TOTAL COSTS ADVANCED THIS PERIOD</i>		 <i>\$2,926.99</i>
 <i>TOTAL AMOUNT DUE THIS PERIOD</i>		 <i><u>\$60,177.49</u></i>

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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CLIENT SUMMARY

	TIME	COSTS ADVANCED	TOTAL
BALANCE AS OF- 11/30/04			
WR Grace-Official Committee of Prope			
01- Case Administration/15537	\$13,472.00	\$2,718.96	\$16,190.96
03 - Creditors Committee/15539	\$4,165.00	\$0.00	\$4,165.00
07 - Applicant's Fee Application/15543	\$688.00	\$0.00	\$688.00
08 - Hearings/15544	\$1,160.00	\$0.00	\$1,160.00
09 - Claims Analysis, Objection, Resolution & Estimation (asbestos)/15545	\$1,100.00	\$0.00	\$1,100.00
10 - Travel/15546	\$449.50	\$0.00	\$449.50
18 - Plan & Disclosure Statement/15554	\$33,644.00	\$208.03	\$33,852.03
27 - Litigation Consulting/15563	\$232.00	\$0.00	\$232.00
30 - Fee Application of Others/17781	\$1,151.00	\$0.00	\$1,151.00
31 - Retention of Others/17782	\$725.00	\$0.00	\$725.00
38 - ZAI Science Trial/17905	\$464.00	\$0.00	\$464.00
<i>Client Total</i>	<i>\$57,250.50</i>	<i>\$2,926.99</i>	<i>\$60,177.49</i>

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
 200 SOUTH BISCAYNE BOULEVARD, SUITE 2500 • MIAMI, FLORIDA 33131-5340
 TELEPHONE: (305) 374-7580 • FAX: (305) 374-7593
 E-MAIL: INFO@BILZIN.COM • WWW.BILZIN.COM

February 28, 2005

WR Grace-The Official Committee of Property Damage Claimants

Invoice # 89430

FOR PROFESSIONAL SERVICES RENDERED
 THROUGH December 31, 2004

RE: 01- Case Administration

Atty - SLB
 Client No. 74817/15537

12/01/04	ASD	1.40	406.00	Research and review of medical records issues.
12/01/04	ASD	0.90	261.00	Review of reference motion and research regarding same (.9).
12/02/04	ASD	0.90	261.00	Review Combustion Engineering decision.
12/02/04	ASD	2.70	783.00	Research regarding Pope issues and memorandum filed in various cases.
12/02/04	WV	1.80	198.00	Pull dockets and print out documents from pacer.
12/03/04	ASD	0.10	29.00	Review of proposed settlement agreement (.1).
12/03/04	WV	1.50	165.00	Pull dockets and print out documents from pacer.
12/06/04	ASD	0.40	116.00	Review of proposed orders on CMO motion and an estimation motion (.4).
12/06/04	WV	1.50	165.00	Pull dockets and print out documents from pacer.
12/08/04	WV	1.80	198.00	Pull dockets and print out documents from pacer.
12/09/04	ASD	0.20	58.00	Research and review articles impact of 3rd Circuit ruling in CE bankruptcy.
12/10/04	ASD	0.30	87.00	Research regarding new asbestos legislation proposal.
12/10/04	NGM	0.20	58.00	Review draft of disclosure objection.
12/10/04	CB	1.50	165.00	Retrieve dockets from Pacer and print out documents.
12/10/04	CB	0.80	88.00	Compile list of Daily Docket Reports and Create Public Working File.
12/14/04	ASD	0.50	145.00	Review reply to Motion to Stay (.3); review Debtor's reply to Motion to Stay issues (.2).
12/14/04	ASD	0.40	116.00	Review recently file Pope documents (.4).
12/14/04	ASD	0.40	116.00	Review recently filed Pope documents (.4).
12/14/04	CB	1.00	110.00	Retrieve daily dockets from Pacer and print out documents.
12/15/04	JMS	0.70	203.00	Multiple telephone conferences with D. Speights and M. Dies regarding rule 2019 issues
12/16/04	ASD	0.90	261.00	Review of new proposed protocol and letter sent to Judge (.6); review and respond to emails regarding proposed protocol (.3).
12/16/04	SLB	1.40	770.00	Email to J. Baer regarding protocols (.2); review debtor's correspondence with courts (.3); review debtor's protocol motion (.7); email exchange with R. Frankel regarding same (.2).
12/16/04	CB	1.60	176.00	Retrieve daily dockets from Pacer and print out documents.
12/17/04	JMS	1.10	319.00	Telephone conference with D. Speights regarding 2019 issues (.4); review hearing agenda/binder (.7)
12/20/04	JMS	1.30	377.00	Review motion to pay expenses regarding fiduciary lawsuits (.5); conference with M. Dies regarding all pending matters (.8)
12/20/04	CB	1.00	110.00	Retrieve daily dockets from Pacer and print out documents.
12/22/04	SLB	0.20	110.00	Emails to and from P. Lockwood regarding referral to J. Fitzgerald (.2).
12/23/04	ASD	0.50	145.00	Research and review pleadings on the Pope issues (.5) (split with USG).
12/27/04	JMS	0.70	203.00	Emails with M. Dies and D. Scott regarding Committee call and follow-up emails with A. Danzeisen thereon
12/29/04	ASD	0.30	87.00	Review various 2019 statements (.3).
12/29/04	ASD	0.90	261.00	Review insurer's objections based on Combustion Engineering Opinion (.9).
12/30/04	ASD	0.60	174.00	Research regarding asbestos legislation status and provide summary of editorial regarding asbestos legislation.

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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12/30/04	JMS	0.90	261.00	Emails with A. Danzeisen regarding Committee call (.4); review emails from A. Danzeisen regarding data on Notices of Intent (.5)
12/30/04	CB	1.00	110.00	Retrieve daily dockets from Pacer and print out documents.
12/31/04	ASD	0.50	145.00	Research regarding recent ruling on Montana as to Libby plant (.5).

PROFESSIONAL SERVICES

\$7,237.00

COSTS ADVANCED

10/25/04	Fares, Mileage, Parking	VENDOR: KING LIMOUSINE AND TRANSPORTATION SERVIC; INVOICE#: 63703; DATE: 10/31/2004 - Transportation service	44.90
10/25/04	Fares, Mileage, Parking	VENDOR: KING LIMOUSINE AND TRANSPORTATION SERVIC; INVOICE#: 63703; DATE: 10/31/2004 - Transportation service	71.30
11/03/04	Long Distance Telephone-Outside Services	VENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4113072385; DATE: 11/30/2004 - .#BILZIN01	24.19
11/04/04	Long Distance Telephone-Outside Services	VENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4113072385; DATE: 11/30/2004 - Acct.#BILZIN01	35.93
11/08/04	Long Distance Telephone-Outside Services	VENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4113072385; DATE: 11/30/2004 - Acct.#BILZIN01	1.01
11/09/04	Long Distance Telephone-Outside Services	VENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4113072385; DATE: 11/30/2004 - Acct.#BILZIN01	25.95
11/10/04	Long Distance Telephone-Outside Services	VENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4113072385; DATE: 11/30/2004 - Acct.#BILZIN01	2.51
11/11/04	Long Distance Telephone-Outside Services	VENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4113072385; DATE: 11/30/2004 - Acct.#BILZIN01	27.74
11/12/04	Westlaw-Online Legal Research	VENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807827523; DATE: 11/30/2004 - Westlaw Charges	16.88
11/17/04	Westlaw-Online Legal Research	VENDOR: WEST PUBLISHING COMPANY; INVOICE#: 807827523; DATE: 11/30/2004 - Westlaw Charges	321.91
11/18/04	Long Distance Telephone-Outside Services	VENDOR: CONNECT-US COMMUNICATIONS LLC; INVOICE#: 4113072385; DATE: 11/30/2004 - Acct.#BILZIN01	8.96
11/24/04	Federal Express	VENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 787840978; DATE: 12/1/2004	6.20
12/01/04	Photocopies	86.0000pgs @ 0.15/pg	12.90
12/01/04	Long Distance Telephone	(302) 426-0166	3.96
12/02/04	Photocopies	83.0000pgs @ 0.15/pg	12.45
12/02/04	Photocopies	23.0000pgs @ 0.15/pg	3.45
12/02/04	Photocopies	361.0000pgs @ 0.15/pg	54.15
12/02/04	Telecopies	2.0000pgs @ 1.00/pg	2.00

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12/02/04	Long Distance Telephone(302) 575-1555	0.99
12/02/04	Long Distance Telephone(831) 626-1350	1.98
12/02/04	Long Distance Telephone(202) 862-5065	1.98
12/02/04	Long Distance Telephone-Outside ServicesVENDOR: Premiere Conferencing; INVOICE#: 4123174841; DATE: 12/31/2004 - Acct.#BILZIN01	72.54
12/03/04	Long Distance Telephone(302) 575-1555	1.98
12/03/04	Long Distance Telephone-Outside ServicesVENDOR: Premiere Conferencing; INVOICE#: 4123174841; DATE: 12/31/2004 - Acct.#BILZIN01	20.67
12/06/04	Long Distance Telephone(212) 225-2314	6.93
12/07/04	Photocopies 8.0000pgs @ 0.15/pg	1.20
12/07/04	Telecopies 2.0000pgs @ 1.00/pg	2.00
12/07/04	Telecopies 2.0000pgs @ 1.00/pg	2.00
12/07/04	Long Distance Telephone(831) 626-1350	0.99
12/08/04	Photocopies 406.0000pgs @ 0.15/pg	60.90
12/08/04	Long Distance Telephone(831) 626-1350	1.98
12/08/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 789781915; DATE: 12/13/2004	8.40
12/09/04	Long Distance Telephone(803) 943-4444	10.89
12/10/04	Miscellaneous CostsVENDOR: MEALEY PUBLICATIONS, INC.; INVOICE#: 1251695; DATE: 12/10/2004 - Client #15537	426.93
12/13/04	Photocopies 6.0000pgs @ 0.15/pg	0.90
12/13/04	Long Distance Telephone(215) 597-3084	2.97
12/13/04	Long Distance Telephone(312) 861-2000	1.98
12/13/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 790515518; DATE: 12/17/2004	12.86
12/14/04	Telecopies 2.0000pgs @ 1.00/pg	2.00
12/14/04	Long Distance Telephone(813) 690-5168	3.96
12/14/04	Long Distance Telephone(803) 943-6047	8.91
12/14/04	Long Distance Telephone(409) 883-4394	2.97
12/14/04	Long Distance Telephone(409) 883-4394	2.97
12/14/04	Long Distance Telephone(302) 575-1555	0.99
12/14/04	Long Distance Telephone(409) 883-7136	2.97
12/14/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 808037326; DATE: 12/31/2004 - Westlaw Charges	333.64
12/15/04	Photocopies 49.0000pgs @ 0.15/pg	7.35
12/15/04	Photocopies 12.0000pgs @ 0.15/pg	1.80
12/15/04	Long Distance Telephone(202) 841-8555	8.91
12/16/04	Photocopies 10.0000pgs @ 0.15/pg	1.50
12/16/04	Long Distance Telephone-Outside ServicesVENDOR: Premiere Conferencing; INVOICE#: 4123174841; DATE: 12/31/2004 - Acct.#BILZIN01	36.98
12/17/04	Photocopies 630.0000pgs @ 0.15/pg	94.50
12/17/04	Long Distance Telephone(302) 575-1555	1.98
12/19/04	AirfareTravel to Pittsburgh - VENDOR: Continental Travel; INVOICE#: 326420; DATE: 12/17/2004 - Clients	740.90
12/19/04	MealsTravel to Pittsburgh - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	3.13

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12/19/04	Long Distance Telephone-Outside ServicesFrom Office Depot - VENDOR: JAY M. SAKALO; INVOICE#: JMS-01/10/05; DATE: 1/10/2005 - Client	21.00
12/20/04	Long Distance Telephone(302) 575-1555	1.98
12/20/04	MealsTravel to Pittsburgh - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	48.99
12/20/04	MealsTravel to Pittsburgh - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	80.44
12/20/04	MealsTravel to Pittsburgh - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	3.41
12/20/04	Long Distance Telephone-Outside ServicesFax charges - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	86.00
12/21/04	Telecopies 13.0000pgs @ 1.00/pg	13.00
12/21/04	Telecopies 14.0000pgs @ 1.00/pg	14.00
12/21/04	Telecopies 13.0000pgs @ 1.00/pg	13.00
12/21/04	LodgingTravel to Pittsburgh - VENDOR: JAY M. SAKALO; INVOICE#: JMS-12/21/04; DATE: 12/21/2004 - Client	148.98
12/21/04	Fares, Mileage, ParkingTaxi fares - Travel to Pittsburgh - VENDOR: JAY M. SAKALO; INVOICE#: JMS-12/21/04; DATE: 12/21/2004 - Client	21.50
12/21/04	MealsTravel to Pittsburgh - VENDOR: JAY M. SAKALO; INVOICE#: JMS-12/21/04; DATE: 12/21/2004 - Client	9.01
12/21/04	AirfareTravel to Pittsburgh - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	740.90
12/21/04	LodgingTravel to Pittsburgh - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	79.23
12/21/04	Fares, Mileage, ParkingTaxi fares - Travel to Pittsburgh - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	42.50
12/21/04	MealsTravel to Pittsburgh - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	10.63
12/21/04	Long Distance Telephone-Outside ServicesInternet Access - PAYEE: SCOTT L. BAENA; REQUEST#: 48308; DATE: 12/28/2004.	5.33
12/21/04	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 792114503; DATE: 12/24/2004	55.46
12/22/04	Photocopies 77.0000pgs @ 0.15/pg	11.55
12/22/04	Long Distance Telephone(843) 727-6513	0.99
12/22/04	Long Distance Telephone(843) 727-6513	0.99
12/22/04	Long Distance Telephone(509) 455-3978	14.85
12/22/04	Long Distance Telephone(409) 779-0523	3.96
12/22/04	Long Distance Telephone(509) 455-3978	6.93
12/22/04	Long Distance Telephone(409) 779-0523	4.95
12/22/04	Long Distance Telephone(302) 575-1555	3.96
12/22/04	Long Distance Telephone(843) 727-6513	0.99
12/22/04	Long Distance Telephone(302) 575-1555	3.96
12/22/04	Long Distance Telephone(302) 575-1555	0.99
12/22/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 808037326; DATE: 12/31/2004 - West law Charges	392.85
12/23/04	Photocopies 315.0000pgs @ 0.15/pg	47.25
12/23/04	Photocopies 1765.0000pgs @ 0.15/pg	264.75

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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12/23/04	Photocopies 93.0000pgs @ 0.15/pg	13.95
12/23/04	Photocopies 226.0000pgs @ 0.15/pg	33.90
12/23/04	Long Distance Telephone(302) 575-1555	3.96
12/30/04	Long Distance Telephone(803) 943-4444	1.98
12/30/04	Long Distance Telephone(803) 943-4444	2.97
	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING	
12/31/04	COMPANY; INVOICE#: 808037326; DATE: 12/31/2004 - Westlaw Charges	293.93
12/31/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 10/01/04-12/31/04; DATE: 12/31/2004 - Pacer charges	427.35
12/31/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 10/01/04-12/31/04; DATE: 12/31/2004 - Pacer charges	125.65
12/31/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 10/01/04-12/31/04; DATE: 12/31/2004 - Pacer charges	4.62

TOTAL COSTS ADVANCED**\$5,635.56****MATTER SUMMARY OF PROFESSIONAL SERVICES**

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	1.60	\$550.00	\$880.00
Danzeisen, Allyn S	11.90	\$290.00	\$3,451.00
Sakalo, Jay M	4.70	\$290.00	\$1,363.00
Mancuso, Nathan G	0.20	\$290.00	\$58.00
Van Dijk, Wendy	6.60	\$110.00	\$726.00
Brenneman, Carrie	6.90	\$110.00	\$759.00
TOTAL	31.90		\$7,237.00

MATTER SUMMARY OF COSTS ADVANCED

Airfare	\$1,481.80
Photocopies	\$622.50
Fares, Mileage, Parking	\$180.20
Telecopies	\$48.00
Federal Express	\$82.92
Long Distance Telephone	\$123.75
Long Distance Telephone-Outside Services	\$368.81
Lodging	\$228.21
Meals	\$155.61
Miscellaneous Costs	\$426.93
Pacer - Online Services	\$557.62
Westlaw-Online Legal Research	\$1,359.21
TOTAL	\$5,667.56

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER**\$12,872.56**

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

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RE: 03 - Creditors Committee

Atty - SLB
Client No. 74817/15539

12/02/04	ASD	1.40	406.00	Email Committee regarding CE 3rd Circuit opinion (.2); prepare for and attend Committee call (1.2).
12/02/04	SLB	1.60	880.00	Preparation for and attend committee meeting (1.6).
12/02/04	JMS	1.60	464.00	Prepare for and attend Committee call
12/07/04	ASD	0.20	58.00	Email committee summary of issues (.2).
12/09/04	ASD	1.20	348.00	Prepare for and attend committee meeting (1.2).
12/09/04	SLB	0.50	275.00	Committee meeting (.5).
12/09/04	JMS	1.10	319.00	Prepare for and attend Committee call
12/14/04	ASD	0.20	58.00	Review email to Committee regarding disclosure issues (.2).
12/16/04	ASD	1.10	319.00	Prepare for and attend committee call (.8); interoffice conference with S. Baena regarding committee issues (.3)
12/16/04	SLB	0.50	275.00	Committee meeting (.5).
12/16/04	JMS	0.80	232.00	Committee call
12/17/04	ASD	0.20	58.00	Email committee members regarding recent filings.
12/21/04	ASD	0.90	261.00	Review and respond to committee email (.2); research regarding committee member inquiry (.7).
12/23/04	ASD	0.90	261.00	Prepare for and attend Grace Committee call (.9).
12/23/04	SLB	1.00	550.00	Prepare for and conduct committee meeting (1.0).
12/23/04	JMS	0.90	261.00	Prepare for and attend Committee call
12/29/04	ASD	0.30	87.00	Review and respond to committee member request (.3).
12/30/04	ASD	0.20	58.00	Email Committee member regarding committee issue review responses.

PROFESSIONAL SERVICES

\$5,170.00

COSTS ADVANCED

12/31/04	Pacer - Online Services	VENDOR: PACER SERVICE CENTER; INVOICE#: 10/01/04-12/31/04; DATE: 12/31/2004 - Pacer charges	\$8.54
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TOTAL COSTS ADVANCED

\$8.54

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	3.60	\$550.00	\$1,980.00
Danzeisen, Allyn S	6.60	\$290.00	\$1,914.00
Sakalo, Jay M	4.40	\$290.00	\$1,276.00
TOTAL	14.60		\$5,170.00

MATTER SUMMARY OF COSTS ADVANCED

Pacer - Online Services	\$8.54
TOTAL	\$8.54

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TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$5,178.54

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RE: 07 - Applicant's Fee Application

Atty - SLB
Client No. 74817/15543

12/07/04	LMF	3.90	468.00	Attention to quarterly application for Bilzin (3.9).
12/09/04	ASD	0.50	145.00	Review quarterly fee application (.4); interoffice conference with L. Flores regarding fee application (.1).
12/10/04	LMF	1.20	144.00	Revise, finalize and attend to filing of quarterly application (1.2).
12/13/04	LMF	0.80	96.00	Review and edit November prebills for Bilzin (.8).
12/15/04	ASD	0.30	87.00	Review and revise monthly fee applications (.3).
12/16/04	LMF	0.50	60.00	Attend to filing Hamilton Rabinovitz's October and November fees (.5).

PROFESSIONAL SERVICES	\$1,000.00
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COSTS ADVANCED

12/31/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 10/01/04-12/31/04; DATE: 12/31/2004 - Pacer charges	17.01
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TOTAL COSTS ADVANCED	\$17.01
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MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Danzeisen, Allyn S	0.80	\$290.00	\$232.00
Flores, Luisa M	6.40	\$120.00	\$768.00
TOTAL	7.20		\$1,000.00

MATTER SUMMARY OF COSTS ADVANCED

Pacer - Online Services	\$17.01
TOTAL	\$17.01

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$1,017.01
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RE: 08 - Hearings

Atty - SLB
Client No. 74817/15544

12/16/04	SLB	0.20	110.00	Interoffice conference with J. Sakalo regarding preparation for 12/20 hearing (.2).
12/17/04	SLB	1.50	825.00	Prepare for 12/20 hearing (1.5).
12/19/04	SLB	0.60	330.00	Prepare for 12/20 hearing (.6).
12/20/04	SLB	6.20	3,410.00	Conference with M. Dies and J. Sakalo and prepare for 12/20 hearing (1.2); attend hearing (5.0).
12/20/04	JMS	3.30	957.00	Prepare for and attend omnibus hearing

PROFESSIONAL SERVICES

\$5,632.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	8.50	\$550.00	\$4,675.00
Sakalo, Jay M	3.30	\$290.00	\$957.00
<i>TOTAL</i>	<i>11.80</i>		<i>\$5,632.00</i>

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$5,632.00

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Atty - SLB

RE: 09 - Claims Analysis, Objection, Resolution & Estimation (asbestos)

Client No. 74817/15545

12/03/04	ASD	1.10	319.00	Review and research claims objection issues (1.1).
12/09/04	ASD	1.80	522.00	Review of notice of intent to object to claims (.3); research regarding objection requirements (.6); interoffice conference with Jay M. Sakalo regarding claims objection (.2); interoffice conference with Scott L. Baena and Jay M. Sakalo regarding claims objection process (.4); review email correspondence regarding notice of intent (.3).
12/09/04	ASD	0.50	145.00	Research regarding claims objection (.5).
12/09/04	SLB	0.40	220.00	Telephone call from D. Speights regarding notices of intent (.2); emails to J. Baer regarding same (.2).
12/09/04	LMF	0.70	84.00	Attention to notice of intent to object to claims (.7).
12/09/04	JMS	1.20	348.00	Address issues related to "Notice of Intent to Object" and conferences with A. Danzeisen thereon (1.2)
12/10/04	ASD	0.40	116.00	Interoffice conference with Luisa Flores and Carrie Brenneman regarding claims analysis project (.4).
12/10/04	LMF	1.50	180.00	Review with W. Van Dijk excel spreadsheet on all pd claims (.4); review exhibit to notice of intent to object to claims (.3); meet with A. Danzeisen, C. Brenneman regarding project (.4); meet with A. Ortiz regarding reports needed (.4).
12/13/04	LMF	0.70	84.00	Meet with W. Van Dijk, C. Brenneman and B. Baena regarding report and analysis of intent to object to pd claims (.7).
12/13/04	JMS	0.50	145.00	Email to and telephone conference with S. Blatnick regarding claims matrix (.3); email to L. Flores thereon (.2)
12/13/04	BAB	3.00	330.00	Input data into excel spreadsheet re: claimants notice of insufficiency (3).
12/13/04	CB	4.50	495.00	Review claimant list re Speights & Runyan and mark claimants who intend to file objections.
12/14/04	ASD	0.60	174.00	Review PD Claims objection issues (.6).
12/14/04	LMF	2.00	240.00	Work with project assistants regarding analysis of objection to pd claims (2.0).
12/14/04	BAB	3.50	385.00	Input data into excel spreadsheet re: claimants notice of insufficiency (3.5).
12/14/04	CB	3.50	385.00	Review claimant list re Speights & Runyan and mark claimants who intend to file objections.
12/15/04	ASD	1.30	377.00	Begin research of motion to strike (1.3).
12/15/04	ASD	2.40	696.00	Continue review of PD Claims.
12/15/04	BAB	1.00	110.00	Create excel spreadsheet regarding creditors and their respective claim numbers that aren't listed on primary spreadsheet (1).
12/16/04	ASD	4.60	1,334.00	Continue work on claims objection issues (4.3); review of affidavit of Notice of Intent (.3).
12/17/04	ASD	2.90	841.00	Continue work on PD claims objections.
12/17/04	ASD	1.70	493.00	Continue work on PD Claims objections.
12/17/04	BAB	1.90	209.00	Download and print pleadings for hearing (.9); create labels for folders and redwell to insert pleadings into (.6); and create shipping label and send via fedex (.3); call hotel where fedex is being delivered to make sure they are aware of shipment (.1).
12/17/04	BAB	0.30	33.00	Meet with Allyn Danzeisen regarding Owen's Corning's pleadings to be downloaded and scanned (.3).
12/18/04	ASD	12.30	3,567.00	Continue work on Motion to Strike (7.2); continue research objections to PD claims (5.1).

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12/20/04	ASD	0.80	232.00	Research regarding Gateway objections (.8).
12/20/04	ASD	1.90	551.00	Continue work on PD claims analysis (1.9).
12/20/04	SLB	1.00	550.00	Finalize objection to notice of intent (1.0).
12/20/04	JMS	1.80	522.00	Review and revise motion to strike notices of intent
12/20/04	BAB	3.50	385.00	Download and print "Initial Objections" regarding Owens Corning (1.0); download and print caselaw (1.5); and download and print pleadings (1.0).
12/20/04	CB	1.00	110.00	Print out docket and retrieve documents on Pacer re claims.
12/21/04	JMS	0.50	145.00	Multiple emails with D. Speights regarding notices of intent
12/21/04	BAB	0.10	11.00	Make sure disk with Initial Objections is scanned properly and print out copy (.1);
12/21/04	BAB	0.50	55.00	Download and print caselaw pertaining to Owen's Corning "Initial Responses" (.5);
12/22/04	ASD	1.30	377.00	Continue research of PD Claims state law application (1.3).
12/22/04	JMS	0.50	145.00	Telephone conference with D. Speights regarding notices of intent (.3); conference with S. Baena thereon and follow-up email to D. Speights (.2)
12/22/04	BAB	0.60	66.00	Revise statutes of limitations for Allyn Danzeisen re: Owen's Corning (.6).
12/22/04	CB	1.00	110.00	Print out docket and retrieve documents on Pacer re claims.
12/23/04	ASD	1.60	464.00	Continue claims analysis and application of state law (1.6).
12/27/04	JMS	1.00	290.00	Emails with A. Danzeisen and D. Speights regarding Notices of Intent to Object (.6); email to T. Tacconelli thereon (.4)
12/29/04	ASD	2.40	696.00	Continue claims analysis (1.6); review of Grace potential objections to various claims (.8).
12/31/04	ASD	0.80	232.00	Review and respond to emails regarding notice of deficiencies(.2); research regarding notices of deficiency (.6).
12/31/04	JMS	0.40	116.00	Emails with D. Speights and A. Danzeisen regarding further questions on Notices of Intent

PROFESSIONAL SERVICES

\$16,889.00

COSTS ADVANCED

12/21/04	Westlaw-Online Legal ResearchVENDOR: WEST PUBLISHING COMPANY; INVOICE#: 808037326; DATE: 12/31/2004 - Westlaw Charges	146.43
12/31/04	Pacer - Online ServicesVENDOR: PACER SERVICE CENTER; INVOICE#: 10/01/04-12/31/04; DATE: 12/31/2004 - Pacer charges	5.39

TOTAL COSTS ADVANCED

\$151.82

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	1.40	\$550.00	\$770.00
Danzeisen, Allyn S	38.40	\$290.00	\$11,136.00
Sakalo, Jay M	5.90	\$290.00	\$1,711.00
Flores, Luisa M	4.90	\$120.00	\$588.00
Baena, Brad	14.40	\$110.00	\$1,584.00
Brenneman, Carrie	10.00	\$110.00	\$1,100.00
TOTAL	75.00		\$16,889.00

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MATTER SUMMARY OF COSTS ADVANCED

Pacer - Online Services	\$5.39
Westlaw-Online Legal Research	\$146.43
TOTAL	\$151.82

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER	\$17,040.82
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RE: 10 - Travel

Atty - SLB
Client No. 74817/15546

12/19/04	SLB	2.20	1,210.00	Travel to Pittsburgh (2.2).
12/19/04	JMS	1.00	290.00	Non-working travel to Pittsburgh
12/21/04	SLB	3.20	1,760.00	Return to Miami from Pittsburgh (3.2).

PROFESSIONAL SERVICES**\$3,260.00****MATTER SUMMARY OF PROFESSIONAL SERVICES**

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	5.40	\$550.00	\$2,970.00
Sakalo, Jay M	1.00	\$290.00	\$290.00
<i>TOTAL</i>	<i>6.40</i>		<i>\$3,260.00</i>

Less 50% Discount on Travel**-\$1,630.00****TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER****\$1,630.00**

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RE: 18 - Plan & Disclosure Statement

Atty - SLB
Client No. 74817/15554

12/01/04	ASD	3.20	928.00	Research regarding Trust distribution procedures (.8); continue work on disclosure and plan issues (2.4).
12/01/04	SLB	4.40	2,420.00	Analysis of CMO motion and development of response (3.8); interoffice conference with J. Sakalo regarding same (.3); email from and to D. Speights regarding TDPs (.3).
12/01/04	JMS	2.80	812.00	Continue review of disclosure statement issues (1.5); research regarding disclosure statement omissions (1.3)
12/02/04	ASD	1.90	551.00	Interoffice conference with Scott Baena and Jay Sakalo regarding plan and disclosure issues (1.9).
12/02/04	SLB	3.80	2,090.00	Telephone conference with P. Lockwood regarding objections to disclosure statement, etc. (.5); interoffice conference with J. Sakalo and A. Danzeisen regarding tasks to be performed (.2); continued review and analysis of plan and motions (3.1).
12/02/04	JMS	2.50	725.00	Telephone conference with P. Lockwood, S. Baena regarding plan issues (.5); conference with A. Danzeisen, S. Baena regarding plan objections (.4); research disclosure statement issues (1.6)
12/03/04	ASD	3.30	957.00	Interoffice conference with Jay Sakalo and Nate Mancuso regarding disclosure statement issues (.4); continue work on disclosure and plan issues (2.9).
12/03/04	SLB	6.30	3,465.00	Continued analysis and drafting of objections to disclosure statement and plan motions (5.5); telephone call from R. Frankel regarding same (.5); memo to committee regarding same (.3).
12/03/04	JMS	1.20	348.00	Conference with N. Mancuso, A. Danzeisen regarding objections to disclosure statement and related motion and follow up conference with N. Mancuso.
12/03/04	NGM	4.20	1,218.00	Meet with J. Sakalo and A. Danzeisen regarding objections to Disclosure Statement (.4); read and review issues re: Disclosure Statement (3.0); follow up with J. Sakalo regarding same (.8).
12/04/04	SLB	2.10	1,155.00	Email to M. Brodsky regarding estimation (.2); continued analysis and pages of objections to estimation motion (1.6); email to D. Hilton regarding same (.3).
12/04/04	JMS	2.80	812.00	Multiple emails with S. Baena regarding plan issues (1.3); work on issues related to disclosure objections (1.5)
12/05/04	ASD	12.40	3,596.00	Continue work on disclosure and estimation issues.
12/05/04	SLB	3.90	2,145.00	Review prior CMO materials and other historical information and continued preparation of objections to plan documents (3.9).
12/05/04	JMS	2.90	841.00	Review Combustion Engineering opinion (1.2); work on disclosure objection (1.3); emails to S. Baena thereon (.4)
12/05/04	NGM	4.00	1,160.00	Research regarding plan issues.
12/06/04	ASD	12.80	3,712.00	Prepare summary for committee and Plan documents (5.3); continue work on Plan and Disclosure issues (7.2); interoffice conference with Nate Mancuso regarding Plan issues (.3).
12/06/04	SLB	4.20	2,310.00	Continued preparation of objections, etc. (4.2).
12/06/04	JMS	2.00	580.00	Conferences with D. Speights, M. Dies regarding plan issues (1.0); conference with D. Hilton regarding plan (.5); telephone conference with S. Baena regarding plan related documents (.5).
12/06/04	NGM	0.30	87.00	Meet with A. Danzeisen regarding Plan issues.
12/06/04	NGM	0.50	145.00	Draft e-mail report regarding questions and thoughts on issues regarding Plan & Disclosure Statement; follow-up regarding

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Date	Client	Hours	Amount	Description
12/06/04	NGM	6.50	1,885.00	same.
12/07/04	ASD	4.50	1,305.00	Research regarding numerous legal issues regarding Plan & Disclosure Statement.
12/07/04	SLB	6.00	3,300.00	Interoffice conference with Scott L. Baena and Nate Mancuso regarding Plan documents and impairment issues (1.0); continue work on Plan objection issues (3.5).
12/07/04	JMS	0.40	116.00	Review plan summary and transmit to committee with status report (.9); continued preparation of objections including research and conference with A. Danzeisen and N. Mancuso (5.1).
12/07/04	NGM	2.50	725.00	Telephone conference with S. Baena regarding objections to disclosure statement and related issues
12/07/04	NGM	1.00	290.00	Continued research regarding substantive consolidation and related issues.
12/07/04	NGM	1.20	348.00	Meeting with S. Baena, A. Danzeisen regarding Grace plan and Disclosure Statement; strategy regarding same.
12/08/04	ASD	6.60	1,914.00	Draft insert to brief regarding impairment.
12/08/04	SLB	7.10	3,905.00	Continue research regarding estimation issues and 502(c) and 524(g) interplay (3.7); prepare summary of estimation process (.6); interoffice conference with with Scott L. Baena, Jay M. Sakalo, Nate Mancuso and Jim Hass regarding estimation issues in Plan (1.0); interoffice conference with with Scott L. Baena, Jay M. Sakalo, and Nate Mancuso regarding estimation and Plan issues (1.3).
12/08/04	JMS	4.90	1,421.00	Telephone conference with J. Hass et al regarding estimation motion objections, etc. (1.0); interoffice conference with J. Sakalo, A. Danzeisen and N. Mancuso regarding objections to plan, etc. (1.2); continued drafting and research of objections (4.9).
12/08/04	NGM	3.00	870.00	Conference with S. Baena regarding status of objections, strategy (.8); continue working on disclosure statement issues (1.3); telephone conference with J. Hass, S. Baena, A. Danzeisen regarding estimation issues and plan issues (1.5); conference with S. Baena, A. Danzeisen, N. Mancuso regarding status of objections and brainstorm session (1.3)
12/08/04	NGM	0.80	232.00	Work on brief insert regarding impairment and review Combustion Engineering opinion.
12/08/04	NGM	2.50	725.00	Research regarding substantive consolidation.
12/09/04	ASD	2.40	696.00	Conference call with J. Hass, meeting regarding plan, estimation issues.
12/09/04	SLB	7.50	4,125.00	Research regarding Plan and Disclosure issues relating to objection in other bankruptcies (2.4).
12/09/04	JMS	5.90	1,711.00	Preparation of objections to estimation motion, etc. (7.5).
12/09/04	NGM	1.20	348.00	Continue working on objection to disclosure statement and related objections (4.8); conferences with S. Baena thereon (1.1)
12/10/04	ASD	7.70	2,233.00	Continue research regarding substantive consolidation.
12/10/04	SLB	7.80	4,290.00	Research regarding defenses raised in CMO and Plan (3.9); research regarding state law impact (3.8).
12/10/04	JMS	7.50	2,175.00	Continued research and preparation of objections (7.8).
12/11/04	JMS	0.80	232.00	Continue draft of objection to disclosure statement and related motions, including conferences with S. Baena, N. Mancuso thereon
12/13/04	ASD	4.70	1,363.00	Research absolute priority issues
12/13/04	SLB	6.50	3,575.00	Continue work on disclosure statement and plan issues (2.1); continue work on estimation issues (2.6).
				Complete first draft of objections and circulate to working group

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				for comments (6.5).
12/13/04	JMS	5.80	1,682.00	Review current draft of objection (3.8); research absolute priority issues (1.5); telephone conference with D. Rosenbloom regarding plan (.5)
12/13/04	WV	0.50	55.00	Prepare spreadsheets with claims for Speights and non Speights claims (.5).
12/13/04	NGM	0.50	145.00	Review draft of disclosure objection and discuss various PD issues with A. Danzeisen.
12/14/04	ASD	3.10	899.00	Interoffice conference with Scott Baena, Jay Sakalo and Nate Mancuso regarding objections to CMO Motion, Estimation Motion, Procedures Motion and Disclosure Statement (3.1).
12/14/04	SLB	8.10	4,455.00	Finalize draft of objections and circulate to committee and meet with A. Danziesen, J. Sakalo and N. Mancuso (8.1).
12/14/04	JMS	4.70	1,363.00	Telephone conference with M. Wolfson regarding plan issues (.9); emails thereon (.4); telephone conference with M. Palabras (property damage claimant) regarding Plan (.3); conference with S. Baena, A. Danzeisen, N. Mancuso regarding revisions to disclosure statement objections and related documents (3.1)
12/14/04	NGM	4.00	1,160.00	Review draft of objection to Disclosure Statement and meeting regarding same.
12/15/04	ASD	1.90	551.00	Continue work on disclosures and plan objection (1.9).
12/15/04	SLB	3.00	1,650.00	Email to D. Speights and M. Dies regarding estimation process (.4); revisions to objections (.4); email from J. Baer regarding protocol motion (.2); conference with J. Hass regarding estimation issues (2.0).
12/15/04	JMS	5.00	1,450.00	Conferences with S. Baena regarding objection to disclosure statement and related motions (.7); conference with S. Baena, J. Hass regarding same (2.0); follow-up meeting with J. Hass regarding related issues (1.5); email from J. Baer regarding "suggested protocol" and review thereof (.8)
12/16/04	ASD	2.10	609.00	Make revisions to objections including ZAI improvements (2.1).
12/16/04	SLB	2.30	1,265.00	Review sealed air disclosure statement objections (.5); revise objections (.9); review ZAI objection for inclusion (.8); email to A. Danzeisen regarding same (.1).
12/16/04	JMS	4.80	1,392.00	Continue revisions to disclosure statement objections and related motions (2.5); review open issues with S. Baena and A. Danzeisen (1.0); review comments from committee member (.5); address issues related to Debtors' filing of suggested protocol and emails thereon (.8)
12/17/04	JMS	3.80	1,102.00	Continue revisions to objections (3.1); telephone conference with R. Wyron regarding KWELMBS issues (.3); emails with M. Hurford and local counsel regarding withdrawal of objection (.4)
12/19/04	JMS	4.30	1,247.00	Continue revisions to objection to disclosure statement and related motions and conferences with S. Baena thereon
12/20/04	ASD	2.20	638.00	Review comments to objection from PD committee members (.6); research regarding objections to Disclosure Statement (1.6).
12/20/04	SLB	1.00	550.00	Finalize objections to disclosure statement, etc. (1.0).
12/20/04	JMS	3.60	1,044.00	Conferences with M. Dies regarding objections to disclosure statement and conferences with R. Wyron thereon (1.8); continue objections thereto (1.8)
12/21/04	ASD	5.60	1,624.00	Review various objections filed in opposition to Disclosure Statement (4.9); continue work on our objection (.7).
12/22/04	ASD	2.80	812.00	Finalize objection to Plan and Disclosure Statement (2.8).
12/22/04	ASD	2.60	754.00	Review of proposed Bar Date and Notice Program issues for ZAI (2.6).
12/22/04	SLB	0.50	275.00	Further revisions to objections (.3); telephone call from T. Hilsee

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12/22/04	JMS	6.30	1,827.00	regarding ZAI notice program (.2). Finalize objections to disclosure statement and related motions, including multiple telephone conferences and emails with M. Dies, Dr. Scott, E. Westbrook (5.9); email transmittals regarding same (.4)
12/23/04	JMS	4.00	1,160.00	Review objections filed by Future claimants' representative and Personal Injury Committee (1.6); review ZAI supplement issues and historical documents (2.4)
12/23/04	NGM	0.50	145.00	Preliminary review and additional objections to supplemental pleadings and objections; discuss with A. Danzeisen.
12/24/04	JMS	0.80	232.00	Review emails regarding ZAI supplement and notice issues
12/30/04	ASD	6.40	1,856.00	Begin work on objection to Debtor's proposals for ZAI Bar Data and Notice program (6.4).
12/31/04	ASD	6.70	1,943.00	Continue work on responses to ZAI proposal (6.7).

PROFESSIONAL SERVICES**\$99,726.00****COSTS ADVANCED**

12/31/04	Pacer - Online Services	VENDOR: PACER SERVICE CENTER; INVOICE#: 10/01/04-12/31/04; DATE: 12/31/2004 - Pacer charges	23.87
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TOTAL COSTS ADVANCED**\$23.87****MATTER SUMMARY OF PROFESSIONAL SERVICES**

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	74.50	\$550.00	\$40,975.00
Danzeisen, Allyn S	92.90	\$290.00	\$26,941.00
Sakalo, Jay M	76.80	\$290.00	\$22,272.00
Mancuso, Nathan G	32.70	\$290.00	\$9,483.00
Van Dijk, Wendy	0.50	\$110.00	\$55.00
TOTAL	277.40		\$99,726.00

MATTER SUMMARY OF COSTS ADVANCED

Pacer - Online Services	\$23.87
TOTAL	\$23.87

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER**\$99,749.87**

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RE: 30 - Fee Application of Others

Atty - SLB
Client No. 74817/17781

12/01/04	ASD	0.20	58.00	Review two fee application (.2).
12/02/04	ASD	0.10	29.00	Review of fee auditor report.
12/07/04	LMF	1.90	228.00	Attention to quarterly application for Hamilton, Rabinovitz & Alschuler (1.9).
12/10/04	LMF	0.60	72.00	Attend to finalizing and filing quarterly application for Hamilton Rabinovitz (.6).
12/10/04	JMS	1.20	348.00	Multiple telephone conferences with G. Boyer regarding 12th interim application (.8); review documents thereon (.4)
12/13/04	LMF	0.80	96.00	Review Hamilton, Rabinovitz statement for October and prepare notice and summary for same (.8).
12/13/04	LMF	0.80	96.00	Update PD committee request for reimbursement of expenses (.8).
12/16/04	LMF	0.50	60.00	Attend to filing Hamilton Rabinovitz's October and November fees (.5).
12/17/04	ASD	0.10	29.00	Review of fee application.

PROFESSIONAL SERVICES**\$1,016.00****MATTER SUMMARY OF PROFESSIONAL SERVICES**

TIMEKEEPER	HOURS	RATE	TOTAL
Danzeisen, Allyn S	0.40	\$290.00	\$116.00
Sakalo, Jay M	1.20	\$290.00	\$348.00
Flores, Luisa M	4.60	\$120.00	\$552.00
TOTAL	6.20		\$1,016.00

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER**\$1,016.00**

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RE: 31 - Retention of Others

Atty - SLB
Client No. 74817/17782

12/03/04	JMS	0.70	203.00	Review draft objection to Lexecon and conference with S. Baena thereon (.4); emails from and to M. Hurford thereon (.3)
12/23/04	JMS	0.20	58.00	Email from J. Baer regarding Lexecon

PROFESSIONAL SERVICES

\$261.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	0.90	\$290.00	\$261.00
<i>TOTAL</i>	<i>0.90</i>		<i>\$261.00</i>

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$261.00

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CLIENT SUMMARY OF PROFESSIONAL SERVICES THIS PERIOD

<i>Timekeeper</i>	<i>Hours</i>	<i>Total</i>
<i>Danzeisen, Allyn S</i>	<i>151.00</i>	<i>\$43,790.00</i>
<i>Baena, Scott L</i>	<i>95.00</i>	<i>\$52,250.00</i>
<i>Flores, Luisa M</i>	<i>15.90</i>	<i>\$1,908.00</i>
<i>Sakalo, Jay M</i>	<i>98.20</i>	<i>\$28,478.00</i>
<i>Baena, Brad</i>	<i>14.40</i>	<i>\$1,584.00</i>
<i>Van Dijk, Wendy</i>	<i>7.10</i>	<i>\$781.00</i>
<i>Mancuso, Nathan G</i>	<i>32.90</i>	<i>\$9,541.00</i>
<i>Brenneman, Carrie</i>	<i>16.90</i>	<i>\$1,859.00</i>
<i>Less 50% Discount on Travel</i>		<i>-\$1,630.00</i>
<i>TOTAL PROFESSIONAL FEES THIS PERIOD</i>		<i>\$138,561.00</i>

CLIENT SUMMARY OF COSTS ADVANCED

<i>Airfare</i>	<i>\$1,481.80</i>
<i>Photocopies</i>	<i>\$622.50</i>
<i>Fares, Mileage, Parking</i>	<i>\$180.20</i>
<i>Telecopies</i>	<i>\$48.00</i>
<i>Federal Express</i>	<i>\$82.92</i>
<i>Long Distance Telephone</i>	<i>\$123.75</i>
<i>Long Distance Telephone-Outside Services</i>	<i>\$368.81</i>
<i>Lodging</i>	<i>\$228.21</i>
<i>Meals</i>	<i>\$155.61</i>
<i>Miscellaneous Costs</i>	<i>\$426.93</i>
<i>Pacer - Online Services</i>	<i>\$612.43</i>
<i>Westlaw-Online Legal Research</i>	<i>\$1,505.64</i>

*TOTAL COSTS ADVANCED THIS PERIOD**\$5,836.80*

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TOTAL AMOUNT DUE THIS PERIOD

\$144,397.80

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CLIENT SUMMARY

	TIME	COSTS ADVANCED	CREDIT/TRUST APPLIED	TOTAL
BALANCE AS OF- 12/31/04				
WR Grace-Official Committee of Prope				
01- Case Administration/15537	\$7,237.00	\$5,635.56	\$0.00	\$12,872.56
03 - Creditors Committee/15539	\$5,170.00	\$8.54	\$0.00	\$5,178.54
07 - Applicant's Fee Application/15543	\$1,000.00	\$17.01	\$0.00	\$1,017.01
08 - Hearings/15544	\$5,632.00	\$0.00	\$0.00	\$5,632.00
09 - Claims Analysis, Objection, Resolution & Estimation (asbestos)/15545	\$16,889.00	\$151.82	\$0.00	\$17,040.82
10 - Travel/15546	\$1,630.00	\$0.00	\$0.00	\$1,630.00
18 - Plan & Disclosure Statement/15554	\$99,726.00	\$23.87	\$0.00	\$99,749.87
30 - Fee Application of Others/17781	\$1,016.00	\$0.00	\$0.00	\$1,016.00
31 - Retention of Others/17782	\$261.00	\$0.00	\$0.00	\$261.00
<i>Client Total</i>	<i>\$138,561.00</i>	<i>\$5,836.80</i>	<i>\$0.00</i>	<i>\$144,397.80</i>